

Constitution: Gauteng North Services to People with Disabilities

1. NAME

The name of the **Organisation** is the **Gauteng North: Services to People with Disabilities** hereafter called the "**Organisation**".

- 1.2** The **Organisation** is registered as a non-profit organisation in accordance with the Non-Profit Organization Act 71 of 1997, with registration number 001-425 NPO.
- 1.3** Provision exists for the **Organisation**, should it so choose to in future become a body corporate e.g. Section 21 Company to do so and have an identity and existence distinct from a Non-Profit Organisation as it presently is.
- 1.4** 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. AREA OF JURISDICTION

The area of jurisdiction in which the **Organisation** renders services and markets its services, is the magisterial districts of Bronkhorstspuit, Cullinan, Greater Pretoria, Akasia / Soshanguve / **Hammanskraal** and Wonderboom / Mamelodi.

At least 85% of the public benefit activities shall be carried in South Africa.

3. DEFINITIONS

- 3.1** All references in this constitution to the male GENDER will also include the female, except where otherwise stated.
- 3.2** All references in this constitution to the CHAIRPERSON, VICE-CHAIRPERSON and HONORARY TREASURER will be understood as referring to the Chairman, Vice-Chairman and Honorary Treasurer, chosen in accordance with paragraph 10.1.2 – 10.1.4 and 13.2.
- 3.3** All references in this constitution to the **GOVERNANCE BOARD** will be regarded and understood as referring to the **Governance Board**, as constituted in paragraph 10.1.1 - 10.1.6 and 10.1.8
- 3.4** **Disability**

All references in this constitution to DISABILITY mean mainly PHYSICAL DISABILITY and AUTISM, but also include any other form of disability where

specialised services are not available, such as for instance; services to people with hearing, visual and mental disabilities, as well as those suffering from epileptic seizures, cancer and strokes.

3.5 Districts, Projects and Branches

All reference to DISTRICT in this constitution will be regarded as magisterial districts of which the Gauteng Province is composed. PROJECTS mean developmental endeavours in a district directed, accomplished and maintained from the regional office (e.g. day care centres, institutions, protective workshops). BRANCHES refer to autonomously functioning projects within a district or region and are independent legal entities.

3.6 Member

All reference to MEMBER to mean persons who have paid their subscription fees and adhered to conditions stipulated in eight (8.1 – 8.4).

4. GOALS

To remove those disabling barriers, in partnership with people with disabilities, which obstruct and hamper their total integration / **inclusion** into society.

5. OBJECTIVES

- 5.1** To research trends of disability and to purposefully initiate action to PREVENT disability on all levels.
- 5.2** To protect and to promote the RIGHTS of persons with disabilities in collaboration with, and as directed by them.
- 5.3** To EMPOWER people with disabilities by means of a partnership between them and the **Organisation** based on principles of transparency, equal decision making powers and recognition of abilities.
- 5.4** To facilitate the establishment of TUITION and **EDUCATIONAL** facilities, to create EMPLOYMENT opportunities and to maximise open labour market job placements.
- 5.5** To negotiate, facilitate and provide MOBILITY resources and ACCESS into structural, environmental, **information**, educational and **social** resources.
- 5.6** To continuously provide POLICY for effective service rendering, adapting to developing needs and thus ensuring a relevant and effective Organisation.
- 5.7** To support and enhance EDUCATION and **CARE** for children **and adults** with disabilities.

- 5.8 To undertake CARE of **people** with disabilities by means of provision of housing, health and personal care services, rehabilitation and community aid services.
- 5.9 To DEVELOP all communities [metropolitan and rural] within the area of jurisdiction with a view of persons with disabilities having access to all resources and facilities **in order** to compete on an equal level with non-disabled persons.
- 5.10 To develop service projects and branches in all DISTRICTS of Gauteng North **and adjacent areas** with a view of enhancing autonomy and self-reliance.
- 5.11 To continuously conduct campaigns of AWARENESS of disability and the CHANGING OF NEGATIVE ATTITUDES in order to create a society where people with disabilities can develop into full-fledged citizens

6. ANCILLARY OBJECTIVES

Further secondary objectives of the **Organisation** are the following:

- 6.1 To act ADVISORILY as authority in respect of DISABILITY CARE in all relevant matters, as defined in paragraph 3.4.
- 6.2 To AFFILIATE with international, national and provincial councils as well as with local bodies for people with disabilities and / or any other related stakeholders concerned with the care of people with disabilities on an ongoing basis.
- 6.3 To persistently make the COMMUNITY aware of the nature and needs of disability and to enhance INVOLVEMENT and encourage VOLUNTEERISM.
- 6.4 To act as an ADVISORY BODY on all matters concerning the WELFARE and REHABILITATION of people with disabilities to other LEGAL ENTITIES within the **Organisation, welfare organisations, business and the State**.
- 6.5 To CO-ORDINATE, CORRELATE and monitor the ACTIVITIES of all **affiliated** LEGAL ENTITIES and projects **whom are located on premises of the Organisation and with whom formal working agreements exist**. Encourage the formation and development of similar service providers, **not on the premises of the Organisation and with whom formal working agreements exist**, and assist them knowledge, skill and experience to enhance the circumstances of people with disabilities.
- 6.6 To COLLABORATE with all other non-profit organisations in the field of disability with a view of eliminating duplication of services and to enhance streamlined services.

6.7 To undertake in connection with FUNDING OF SERVICES:

The **Organisation** will not carry on any business undertaking or trading activities unless specifically permitted in terms of section 30(3)(b)(iv) of the Income Tax Act

6.7.1 Any lawful fundraising within the area of jurisdiction in a co-ordinated manner with the **Organisation's** branches, project committees and facilities.

6.7.2 All the **Organisation's** financial transactions are to be conducted by means of bank accounts or accounts. All funds received must be receipted in an acceptable manner and deposited in the bank account. It is done per requisition signed by two of the three designated officials.

Bank statements and all other bookkeeping materials are controlled by the honorary treasurer, to whom the bookkeeper submits the details.

6.7.3 The **Organisation's** accounting records must be ready and handed to the Director of Non-Profit Organisations within six months after the financial year-end.

6.7.4 The **Organisation** will submit the required Income Tax Returns annually together with the relevant supporting documents.

6.7.5 Investing, opening of bank accounts and managing of all financial assets acquired by the **Organisation**, only at registered financial institutions as described in articles of the Act on Financial Institutions of 1984, and may invest in shares at licensed institutions as described and noted in terms of the Act on Control of Financial Institutions (Act 1 of 1985).

6.7.6 Should services of contracted fundraisers be used to raise funds, the costs (remuneration and / or commission included) may not exceed 40.0% of the total turnover of the project(s).

6.7.7 All competitions, tournaments, games, schemes, arrangements or systems whereby one or other prizes could be won, should be organized by the **Organisation**, or organized on behalf of the **Organisation**, with prior authorization from the applicant in terms of applicable acts.

6.8 To purchase, hire or take into possession in another manner, any movable / immovable PROPERTY and RIGHTS / PRIVILEGES, and to let, to deal in, to mortgage or to trade with and to sell any part / whole of any such movable / immovable property with the provision that the **Organisation** will not do business unless specific permission is given by the **Governance Board**.

6.9 Power of attorney to sign agreements and contract services are invested in the Chief Executive Officer to do so on behalf of the **Governance Board** after approval by the **Governance Board** or Office bearers or Honorary Treasurer depending on the nature of the matter.

- 6.10** To use the INCOME / ASSETS only for the promotion of the objectives and aims of the **Organisation**. No portion thereof may directly or indirectly be paid or transferred to members / office bearers of the **Organisation** to benefit such person[s]. The only payment comprises the reasonable salary to an official / employee of the **Organisation** for services rendered.
- 6.11** A member of the **Organisation** can only get money back from the **Organisation** for expenses that she / he has paid for on behalf of the **Organisation according to official procedures for payment by the Organisation**.
- 6.12** Members / office bearers of the organisation do not have rights over things that belong to the Organisation.
- 6.13** No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A provided that the donor (other than the donor which is an approved public benefit organisation or institution, board or body which is exempt in terms of section (10)(A)(1) of the Income Tax Act which has its sole or principle objective the carrying on of any public benefit activity) may not impose conditions that could enable such donor to derive some direct or indirect benefit from the application of such donation.

7. LEGAL ENTITIES

For the purpose of this constitution and representation of services to people with disabilities, **legal entities of the Organisation are recognised as those bodies either**

- 7.1** Operating from facilities **on the premises** belonging to this Organisation and **having entered into a legal work agreement on specific conditions and who has affiliated to the Organisation as affiliated members.**
- 7.2** Operating from their own **premises** or other facilities **not belonging to this Organisation and who chose to align itself with this Organisation under a specific agreed-upon working contract and who has affiliated to the Organisation as affiliated members.**
- 7.3** **Legal Entities operating from the premises and facilities belonging to this Organisation are compelled to enter into an agreed-upon working contract with this Organisation and pay subscription fees to become an affiliated body.**

8. MEMBERSHIP OF THE ASSOCIATION

Membership of the **Organisation** is open to all PERSONS with special interest in the **Organisation** and the service field of disability, providing a written application for membership is priorly done and approval granted by the **Organisation's** management. The **Organisation** has the right to say no.

An approved application is confirmed as membership on payment of the prescribed membership fee, determined by its members at an Annual General Meeting.

Members of the Organisation must attend its Annual General Meetings. At the Annual General Meeting members exercise their right to determine the policy of the Organisation. **In case of non-attendance, members may sign voting proxies authorizing any other member to vote on their behalf at the meeting.**

Membership consists of the following categories:

- 8.1 ORDINARY MEMBERS who have submitted a written application for membership and who have paid the prescribed annual membership fee.
- 8.2 LIFE-MEMBERS who have contributed a lump sum (as determined by the **GOVERNANCE BOARD**) to the funds of the **Organisation**.
- 8.3 HONORARY MEMBERS who gain recognition at the Annual General Meeting for special services rendered to the **Organisation** and whose subscriptions are remitted.
- 8.4 AFFILIATED MEMBERS: Any organisation, **legal entity, registered Non-Profit Organisation, Section 21 Company** or another body actively involved in rendering services to persons with disabilities can become members of the **Organisation** by submitting a written application. The Organisation may appoint two persons to attend Annual General Meetings as representatives. The appointed persons may vote and may be elected to the **GOVERNANCE BOARD**.
- 8.5 Paid officials of the **Organisation** may serve on the **GOVERNANCE BOARD** in an advisory capacity.
- 8.6 Any member has the right to discontinue his membership by notifying the **Organisation** in writing of his decision. No reimbursement of membership fees in mid year resignations is done.
- 8.7 Members or office bearers are not liable for any of the obligations and liabilities of the **Organisation** solely by virtue of their status as members of the **Organisation**. Should any member however, willingly and purposefully involve the **Organisation** in illegal transactions, such a member will be subjected to prosecution.

9. REGISTER OF MEMBERS

A complete register is kept updated with following details:

- 9.1 Surnames and initials
- 9.2 Address and telephone numbers

- 9.3 Membership category
- 9.4 Date of annual subscription payment

10. MANAGEMENT OF THE ASSOCIATION

10.1 GOVERNANCE BOARD

The management of the **Organisation** rests with a **GOVERNANCE BOARD** of not fewer than eight and not more than twenty lawful members of the **Organisation** who are appointed for a period as stipulated in paragraphs 11.1 - 11.3.

There should at all times be at least three members who will accept fiduciary responsibilities and also shall not be connected persons to each other and provided that no single person directly or indirectly controls the decision making powers of the **Organisation**.

- 10.1.1 An HONORARY PRESIDENT to represent the **Organisation** and its **Governance Board** in the field of disability on account of the knowledge and experience.
- 10.1.2 A CHAIRPERSON as leader of the **Governance Board**
- 10.1.3 A VICE-CHAIRPERSON as second to the chairperson.
- 10.1.4 An HONORARY TREASURER for the purpose of effective financial management.
- 10.1.5 One representative from the schools for pupils with disabilities for which the **Organisation** acts as a patron (sponsor) as well as from any other schools in the area of jurisdiction specifically educating pupils with disabilities. Attendance of the **Governance Board** meetings may be rotated amongst member schools, but just one vote will be cast. This member serves to inform the **Board** on educational matters.
- 10.1.6 One REPRESENTATIVE from the legal entities **which are affiliated members to the Organisation**, to ensure representation and co-ordination of functions.
- 10.1.7 To be eligible for election to the **Governance Board**, the representative of affiliated legal entities is **compelled to be a paid member of the Organisation. Membership fees for the representative may be paid by the entities, or by the member.**
- 10.1.8 A minimum of TWO MEMBERS are eligible for election as service consumer[s]. These members may be elected on rotational basis to enable more consumers to participate in management.
- 10.1.9 **One member each for election from service projects such as child care, independent living or other projects.**

- 10.1.10 CO-OPTED MEMBERS may be appointed on an ad hoc basis to the **Governance Board** by virtue of specific knowledge that is required. These members cannot vote and at no stage may more than two of them serve on the **Governance Board**.
- 10.1.11 The PATRON of the **Organisation** may attend meetings of the **Organisation**, but will not have voting power.
- 10.1.12 As far as possible, 50.0% of the management should consist of PERSONS WITH DISABILITIES.
- 10.1.13 The aim will be to elect people with necessary knowledge and willingness as members of the **Governance Board**.
- 10.1.14 The OFFICE BEARERS of the **Organisation's GOVERNANCE BOARD** consist of the chairperson, vice-chairperson and honorary treasurer with the director in attendance.
- 10.1.15 Members or **Board** members have no rights in the property or other assets donated by member[s]. Such assets become the property of the **Organisation** without any claims by the donor.

10.2 MATTERS OF URGENCY

To deal with matters of urgency chairperson, vice-chairperson, the director or his assignee and a number of **Governance Board** members, whom the chairperson regards as necessary to settle the matter, will be called upon. It is therefore an ad hoc committee of which the size and composition vary according to the need. Full constitution and documentation are required of every such meeting.

11. TERM OF OFFICE

- 11.1 The honorary president and all other **Governance Board** members, elected or appointed, retain office from the election date to the next General Election Meeting held every second year.
- 11.2 The chairperson of the **Organisation** serves for maximum of two consecutive terms (4 years) when another chairperson is elected. After a recess of one term (two years), the same chairperson may be elected.
- 11.3 Only persons whose subscription fees are paid up **to the Organisation** may be elected to the **Governance Board** or as office bearers of the **Organisation**.
- 11.4 Should the **Governance Board** for any reason during its term resign as a group or if a member resigns, the **Organisation** has the right to co-opt members in the vacancies to ensure its continued existence.

12. POWERS AND DUTIES OF THE **GOVERNANCE BOARD MEMBERS**

- 12.1** The chairperson, vice chairperson and the honorary treasurer are EX OFFICIO MEMBERS of all committees of the **Organisation**.
- 12.2** Annual General Meetings, Special Annual General Meetings, General Election Meetings and **Governance Board** Meetings of the **Organisation**, are directed by the chairperson of the **Organisation** (and in his absence, by the vice-chairperson). If the vice-chairperson is also absent, another member of the **Governance Board** is chosen by a majority of votes to act as chairperson.
- 12.3** In order to function effectively, a COMMITTEE SYSTEM may be put into operation by **designating Board** members to service committees for each term. **Governance Board** members may act as chairpersons of such committees with secretariats from officialdom. The CHAIRPERSON will be responsible for the MANAGEMENT of committee activities and for FEEDBACK to the **Governance Board** and the Annual General Meeting by means of reports in the annual report.
- 12.4** Over and above any other powers and duties in the constitution entrusted to the **Governance Board** members, the following specific duties are assigned to the **Governance Board**:
- 12.4.1** To MEET at least FOUR TIMES in every calendar year.
- 12.4.2** To APPOINT all EMPLOYEES for service-rendering, control them, determine their duties and their pay and, if necessary to dismiss them.
- 12.4.3** To designate person(s) for the SIGNING of DOCUMENTS on behalf of the **Organisation**.
- 12.4.4** To initiate, to defend, to settle or withdraw LEGAL ISSUES in which the **Organisation** might become involved, and to do everything that might be necessary.
- 12.4.5** To CONTROL the FINANCES of the **Organisation** with regard to the negotiation of loans and investment of money, but also to see that an accounting system is fully maintained, in order for accurate reports regarding financial matters of the **Organisation** to be available at all times.
- 12.4.6** To form SERVICE COMMITTEES and appoint AD HOC COMMITTEES when needed from member corps of the **Organisation**.
- 12.4.7** To CO-ORDINATE and MANAGE activities and operations of full members and personnel of the **Organisation** for the promotion of objectives and aims as laid down in paragraph 4.5 and 6 of this constitution.

- 12.4.8** To ensure competency, the **Governance Board** has the power to CO-OPT knowledgeable persons to a maximum of two on the **Governance Board** and on Service Committees. Such members have observer and advisory status but no vote.
- 12.4.9** To appoint personnel to attend meetings of other bodies on behalf of the **Organisation**.

13. MEETINGS

13.1 ANNUAL GENERAL MEETING for all members of the **Organisation**. This Annual General Meeting takes place annually not later than the last day of JUNE. The AIM of the Annual General Meeting will be:

- 13.1.1** To submit, to discuss and adopt or reject the Annual Report of the **Governance Board**.
- 13.1.2** To submit, to discuss and adopt or reject the audited financial statement of the past year.
- 13.1.3** To discuss and approve the report of the auditors for the services of the past year.
- 13.1.4** To appoint auditors for the coming year.
- 13.1.5** To deal with all matters that the **Governance Board** wishes to place on the agenda.

13.2 GENERAL ELECTION MEETINGS

A General Election Meeting combined with the Annual General Meeting is held every second year with the purpose to elect a **Governance Board** as described in paragraph 10.

13.3 SPECIAL GENERAL MEETING

- 13.3.1** The **Governance Board** has the authority to call Special General Meeting at any time.
- 13.3.2** A Special General Meeting can also be held at the request of members. In this case a PETITION signed by no fewer than TEN members must be handed to the secretary / chairperson, after which the **Governance Board** will arrange a Special General Meeting on understanding that:
- The signatories of the petition on the date of signing are all entitled to vote according to paragraph 17.1.
 - The purpose of the meeting is announced in the petition.

13.3.3 Notice of a Special General Meeting is sent out by the regional director in accordance with the regulations of paragraph 14.1 - 14.3 within 14 days after receipt of the petition.

13.4 GOVERNANCE BOARD, OFFICE BEARERS, AD HOC COMMITTEE MEETINGS:

13.4.1 Meeting of the **Governance Board**, Office Bearers' meetings or meetings of AD HOC Committees take place on pre-arranged dates with seven days written notice per agenda and minutes of the previous meeting.

13.4.2 A quorum consists of half its members plus one.

13.4.3 Proposed resolutions are seconded, voted upon and minuted.

13.4.4 Procedures for conducting these meetings are in accordance with those stipulated in 15, 16 and 17.

14. NOTICE OF MEETINGS

14.1 Written notice is **mailed or hand delivered** to paid-up members **of the Organisation**, according to the membership register, at least fourteen days (weekends included) before an Annual General Meeting, General Election Meeting and Special General Meeting.

14.2 In the notices the purpose of the intended meeting is given briefly with an attached agenda for the course of the meeting.

14.3 Written notice of the **Governance Board** and service committee meetings are given at least seven days beforehand with attached agenda and relevant documents.

15. MINUTES OF MEETINGS

15.1 Minutes of proceedings of all meetings of the **Organisation** are kept by the secretaries whom the officialdom designates.

15.2 All minutes are kept in safe-keeping.

16. QUORUM AT MEETINGS

16.1 A quorum for the ANNUAL GENERAL MEETING and the GENERAL ELECTION MEETING consists of half plus one of the members of the **Organisation**.

16.2 A quorum for a SPECIAL GENERAL MEETING consists of half plus one of the members of the **Organisation**.

- 16.3** A quorum for a **GOVERNANCE BOARD** MEETING consists of half plus of the elected members.
- 16.4** If there is no quorum present at any of the above meetings, the meeting concerned adjourns for 30 minutes. With resumption the members present will be regarded as sufficient to form a quorum.

17. VOTING

- 17.1** ORDINARY and AFFILIATED MEMBERS who's SUBSCRIPTION FEES are PAID to this **Organisation** and who have been members for longer than SIX MONTHS, as well as LIFE MEMBERS and HONORARY MEMBERS are entitled to vote.
- 17.2** Every voter is entitled to casting ONE VOTE in respect of every voting.
- 17.3** In the case of a tie of votes, the CHAIRPERSON has a second CASTING VOTE at any meeting directed by him.
- 17.4** At the ELECTION of the **GOVERNANCE BOARD**, nominations may be invited 14 days prior to the **GENERAL ELECTION MEETING** or made orally and seconded at the meeting, after which voting takes place by ballot. If so determined by the meeting nominations may be done in written form and voting may be done by show of hands.
- 17.5** Voting for seconded PROPOSALS at meetings take place by the showing of hands or by ballot according to the majority of registered voters' preference and decisions.

18. PATRONS

The members of the **Organisation** have the right to nominate prominent Gauteng citizens as patrons of the **Organisation** and, if approved of at an Annual General Meeting or Special General Meeting, request the patron to accept. After acceptance the patrons retain the office as long as it pleases them.

19. FINANCIAL YEAR

- 19.1** The financial year of the **Organisation** extends from the first day of April to the thirty first of March the following year both dates included. These dates can, however, be changed without a change of constitution if the dates of funding by the Government change.

19.2 The control of funds collected must satisfy the requirements as fixed by the Act on Non – Profit Organisations no. 71 of 1997 and section 30 of the Income Tax Act no. 58 of 1962.

20. AUDITORS

Auditors are expected to do the auditing of the accounts annually so that full and accurate financial statements can be submitted to the Annual General Meeting for approval.

21. BOOKKEEPING

21.1 An accounting system is kept complete and up to date under the control of the Honorary Treasurer and **Governance Board** with quarterly feedback to the **Governance Board** on the financial standing of the **Organisation**.

21.2 The account books, financial statements and reports are kept at the administrative office of the **Organisation**.

21.3 The **Governance Board** is obligated to grant authorisation on request to any member to inspect the bookkeeping of the **Organisation**.

22. DISCIPLINE

22.1 Members of the **Organisation** in general as well as members of the **Governance Board** and Office Bearers are bound by regulations of this constitution and qualify for disciplinary action by an authorised committee of the **Governance Board** if:

22.1.1 They fail after requests to pay monies due, levies or other liabilities, to the **Organisation** within THIRTY DAYS.

22.1.2 They fail to attend more than two meetings without rendering formal apologies to the secretariat

22.1.3 Actions to realise the aims / objectives of the **Organisation** are thwarted intentionally.

22.1.4 The culprits behave in such a manner or are guilty of misbehaviour that will harm the name, the reputation, the members or target system of the **Organisation**.

22.2 In any of the above cases the **Governance Board** has the right to:

22.2.1 Give instructions that the rights and privileges of such a member be suspended for a period determined by the **Board**.

22.2.2 Withdraw or cancel the membership of the **Organisation** from such member.

- 22.3** The above action is valid on the understanding that the complaint(s) is(are) stated to the member beforehand in writing and that sufficient opportunity is given for defence of the case.
- 22.4** The member has the right to appeal against the verdict handed down by the **Governance Board** by stating his case in writing 21 days prior the next meeting of the **Governance Board or designated committee** where the case will be reviewed and a final decision be made.

23. CHANGES TO THE CONSTITUTION

- 23.1** This constitution can only be changed, supplemented or amended, if at a Special General Meeting, called for that purpose, the majority of members present, vote in favour of such changes.
- 23.2** The change[s], supplementation or amendment is subject to the approval of the Commissioner of Inland Revenue and the Director of Non-Profit Organisations.
- 23.3** A copy of any amendments to the constitution will be submitted to the Commissioner for the South African Revenue Services.

24. LEGAL PERSONALITY

- 24.1** The **Organisation** possesses legal personality in respect of the realisation of the aims and objectives referred to in paragraphs 5 and 6. Consequently:
- 24.1.1** All legal actions by / against the **Organisation** are conducted in its name, and
- 24.1.2** Any mortgage IOU bill, securities and agreement of whatever nature, are negotiated and signed in the name of the **Organisation**.

25. INDEMNIFICATION

- 25.1** No person against whom disciplinary actions have been taken in accordance with paragraph 27, is entitled to claiming damages from the **Organisation**, the **Governance Board**, or any member of the **Organisation**.
- 25.2** Every member and employee of the **Organisation** is indemnified by the **Organisation** and the **Governance Board** is obliged to pay out of the funds of the **Organisation** all costs, losses and expenses (including travelling expenses), that such a member may incur as a result of a lawful contract he has negotiated, or lawful deed he has performed, in his capacity as a member or an employee of the **Organisation**, provided such action was **approved by the Governance Board**.

25.3 No employee or member of **Board** who acts for or in the name of the **Organisation**, is accountable for any of the following:

- Actions or neglect by other members of the **Board**.
- Any loss or expense that the **Organisation** sustains as a result of following:
 - A default or deficiency in the title of immovable property purchased by such a member or committee in the name of the **Organisation**.
 - Inadequate or deficient security for money invested by such a member or committee in the name of the **Organisation**.
 - An error of judgement or oversight of such a member or committee except if there was neglect of duty or gross negligence.

26. INTERPRETATION

26.1 In case of any dispute or difference of opinion with regard to the meaning or purport of any regulation of this constitution, the dispute or difference is submitted to the **Governance Board** for a decision.

26.2 A decisive answer by the **Governance Board** is final and binding on all members of the **Organisation**, up to and including a Special General Meeting that was called for the purpose, and the meeting with a majority of votes decides otherwise.

27. DISSOLUTION

27.1 The **Organisation** can be dissolved if at least two-thirds of the members present at a Special General Meeting of members, that has been convened for that purpose, vote in favour of dissolution.

27.2 At least TWENTY DAYS notice must be given of such a meeting and the notice in which the meeting is convened must state clearly that the dissolution of the **Organisation** and the disposal of assets will be considered.

27.3 If there is no quorum at such a General Meeting, the meeting is adjourned for at least a week, and the members who attend such a follow-up meeting form a quorum.

27.4 If with the dissolution of the **Organisation** any assets remain after all debt have been paid and all obligations have been met, the assets are **to be** divided among the ***legal entities** of the **Organisation**, which is registered in terms of the Non – Profit Organisation `s Act no.71 of 1997 and enjoys income tax exemption.

Note: could also distribute to any similar public benefit organisation, which have been approved in terms of section 30 of the Income Tax Act or to any

department of State or administration in the national provincial scheme of government.

27.5 In default of a decision by the said General Meeting concerned disposal of the assets, the Director of the Non-Profit Organisations will decide on.

27.6 If the assets can or will not be taken by any of the **Organisation's** • legal entities then it will be allocated by the Director of Non-Profit Organisations to any other organisation that is within the Province of Gauteng and that is registered according to the Act of Non-Profit Organisations no 71 of 1997.

- To mean those entities operational on the premises and from facilities of the Organisation, who are registered as Non-Profit Organisation and with whom legal working contracts existed at the time of the Organisation's dissolution.

28. AFFILIATIONS

Affiliation to the **Organisation** applies in the following areas:

28.1 External Affiliation

28.1.1 To affiliate with any other body, organisation or Non-Profit Organisation with similar interests regarding people with disabilities according to their prescribed membership policies not opposing those of the Organisation.

28.1.2 To accept any other body, organisation or Non-Profit Organisation as stipulated in 8.4. The number of votes for an affiliated organisation or entity will be a maximum of two.

28.2 Internal Affiliation

28.2.1 SCHOOLS for Learners with Special Needs.

Where the **Organisation** acts as sponsoring body, a representative from the **Organisation** appointed by the **Governance Board** may serve on the Board of Governance of such school[s]

28.2.2 LEGAL ENTITIES. A pre-agreed **affiliation fee** will be paid by the legal entities to the **Organisation** to share in the privileges, dissemination of information and directives from the **Organisation**.

Affiliation with the **Organisation's** legal entities further entails:

- A representative of the **Organisation** on the board / management of each entity **with whom a legal work contract exists** in observer and advisory capacity be appointed by the **Governance Board**.

- A legal agreement concerning the property and assets of the **Organisation** utilized by the entity be drawn up and signed.
- Autonomous functioning of any legal entity on the premises **or operating from the Organisation's facilities** will in no way be harmful to the existence **or functioning** of the **Organisation** or purposefully obstruct the realization of the **Organisation's** objectives.

28.2.3 A levying system is to be applied for payment by all legal entities functioning on the premises and in facilities of the Organisation.

THE RENDERING IN ENGLISH OF THIS CONSTITUTION IS THE AUTHORITATIVE ONE AND WAS APPROVED BY A SPECIAL GENERAL MEETING OF MEMBER OF THE **ORGANISATION OF PERSONS WITH DISABILITIES: GAUTENG NORTH ON 13th JUNE 2007 IN PRETORIA**

SIGNED:

DATE: 13.06.2007