

PATHWAYS – PRETORIA

CONSTITUTION

1. Name

The organisation hereby constituted will be called "PATHWAYS- PRETORIA" (hereinafter referred to as the organisation)

2. Body corporate

The organisation shall:

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

3. Objectives of the organisation

The organisation's objectives are:

- 3.1 The training or education of persons with a severe physical or mental disability.
- 3.2 The care or counseling of persons with a severe physical or mental disability.

4. Aims of the organisation

In order to achieve the objects of the organisation the aims are:

- 4.1 To operate independent projects/ centres aimed at helping and benefiting children/adults with severe physical or mental disabilities.
- 4.2 To promote the highest degree of intellectual, cultural, spiritual and physical development of which each child is capable.

- 4.3 To promote skills development to the maximum potential of each person.
- 4.4 To provide mechanisms for the pervision of independent lifestyles for persons with severe physical or mental disabilities
- 4.4 To stimulate job creation and employment opportunities for persons with severe physical or mental disabilities.
- 4.5 To stimulate the interest and awareness of parents and friends towards these mentally and physically disabled persons through lectures, meetings, discussions with teachers / therapists, physicians and all persons qualified in the managing of such persons.

5. Conduct of the organisation.

The organisation shall not discriminate on the grounds of race, religion, creed, colour, or gender in the admission of children or the appointment of staff.

6. Income and property

- 6.1 The organisation will keep a record of everything it owns
- 6.2 All property will be registered in the name of the organization.
- 6.3 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.
- 6.4 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.
- 6.5 Members or office bearers of the organisation do not have rights over things that belong to the organization

7. Exemption from liability

No parent, staff member, member of the Management Committee or Participating parent shall be liable for any loss that may be suffered by the organisation unless such loss was caused in part or in whole by the dishonesty of such a person.

8. Acquisition and termination of membership of the organisation

- 8.1 If a person wants to become a member of the organisations, she or he will have to apply to the organisation's Management Committee. Qualification and admission of membership is limited to parents/ guardians of children who have severe physical or mental disabilities, who shall apply to have their child placed with projects/centres.
- 8.2 Such application will be evaluated by the Managers of the projects/ centres and such will make recommendations to the Management Committee who have the power to accept or deny membership. The child will be placed for a one week trial period to enable an assessment of suitability to be carried out.
- 8.3 Parent's/Guardian's whose applications are accepted will be regarded as Participating parents and are eligible for nomination and appointment to the Management Committee.
- 8.4 The Management Committee will appoint an Administration Manager and Programme Manager for a project/centre. Their contracts and remuneration packages will be decided upon by the Management Committee. They will be regarded as co-opted members.
- 8.5 Benefits of membership are limited to the participation in the management of the organisation. No membership fees are payable.
- 8.6 All office-bearers and Participating Parents will be required to sign the Codes of good practice and the Codes of Conduct and adhere to such codes.
- 8.7 Any transgressions of these codes may be brought to the attention of any Participating Parent who may convene a special meeting of the Management Committee to address the compliant by following the procedure in paragraph 13.9
- 8.8 If the Office-bearer or participating parent is found guilty of a transgression his/her membership will be revoked. This will result in any office bearer so involved to lose his/her position on the Management Committee as such is reliant on his/her membership. The admission of the child of such parent to any project/centre will be revoked.
- 8.9 An appeal against this decision will lie to an arbitrator appointed by the Chairperson of the Arbitrator's Board of SA and such decision will be final.

9. Appointment of Governing Body

- 9.1 At its first meeting annually the Management Committee shall be elected by the members into the designated capacities. The Management Committee will be made up of not less than 5(five) members and not more than 9 (nine).

- 9.2 The Management Committee will form the Governing Body of the organisation. They are the office bearers of the organisation.
- 9.3 The appointed Administration Manager and Programme Manager for a project/centre shall be co-opted by the Management Committee to serve in a fiduciary position. These co-opted members will have no voting powers in the decision making process. They will however not be required to resign at the end of each year.

10. Functions of the Management Committee

The Management Committee shall:

- 10.1 Admit or deny admission of a child and membership to any parent.
- 10.2 Govern the projects/centres.
- 10.3 Manage functions to achieve the aims of the projects/centres.
- 10.4 Approve policy structures and related strategies for the projects/centres.
- 10.5 Approve budgets based on action plans.
- 10.6 Approve the curriculum submitted.
- 10.7 Fix fees to be charged for tuition and other facilities of a project/centre
- 10.8 Evaluate the position of the organisation, and award subsidies for indigent applicants.
- 10.9 Fix salaries and wages of teachers and/or other employees.
- 10.10 Assist the organisation in fund raising.
- 10.11 Be responsible for the revenue and expenditure of the centre.
- 10.12 Supervise all matter relating to the finances of a project/centre.

11. Powers of the Management Committee

The Management Committee has for the purposes of achieving its objects, the following powers to:

- 11.1 Open accounts with a banking or financial institution in the name of the organisation.
- 11.2 Draw, endorse or make negotiable instruments.
- 11.3 Purchase, rent, erect and maintain buildings suitable for projects/centres.

- 11.4 Acquire or alienate movable or immovable property in order to achieve the objects of the organisation.
- 11.5 Authorise the release and use of funds.
- 11.6 Obtain, manage, insure and otherwise maintain the premises of a project/centre
- 11.7 Borrow money or overdraw a banking account.
- 11.8 Invest and apply funds as they deem in the best interest of the organisation.
- 11.9 Raise funds through tuition fees, therapy fees and other contributions.
- 11.10 Invite and accept donations.
- 11.11 Enter into agreements.
- 11.12 Institute or defend legal proceedings on behalf of the organisation.
- 11.13 Exercise any other power necessary or incidental to the proper conduct of the financial affairs of the organisation.
- 11.14 The Management Committee shall not be required to give security to any person for the due performance of their duties.

12. Procedure for nominating, electing or appointing Management Committee

- 12.1 Should a position on the Management Committee become available or the Management Committee in its entirety resign, then the participating parents of the organisation shall nominate candidates for election.
- 12.2 At the Annual General Meeting or Special meeting convened for this purpose, a Participating parent must avail him/herself for a specific position. Nominations shall be made verbally. A secondment shall be made verbally and then the members will vote for candidates based on a show of hands. The person who has the most show of hands shall be duly elected.

The office-bearers will fill the following posts:

- Chairperson
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer

- Additional member
- Additional member
- Additional member
- Additional member

12.3 A minimum of 5 (five) officials must be elected with a maximum of 9 (nine).

12.4 At the first meeting 5 (five) elected officials will appoint an Administration Manager and Programme Manager for a project/centre. The persons so appointed shall be co-opted by the Management Committee to serve in a fiduciary position. These co-opted members will have no voting powers in the decision making process. But they will not be required to resign at the end of each year.

12.5 All members of the Management Committee must retire annually. This does not apply to the co-opted members.

12.6 Retired members of the Management Committee shall be free to offer themselves for re-election.

13. Meetings and procedures of the Management Committee

13.1 The management committee will meet once a month, with a minimum of 2 meeting per year.

13.2 The quorum for a meeting of the Management Committee shall be the majority of its members excluding the co-opted members.

13.3 The decision of the majority of the members present at a Management meeting shall be the decision of Management Committee.

13.4 Each member of the Management Committee excluding the co-opted members shall have one vote and in the event of an equality of the vote the person chairing shall have the casting vote in addition to his/her deliberative vote.

13.5 The chairperson shall act as the chairperson of the management committee. If the chairperson does not attend a meeting then members of the committee who are present choose which one of them will chair that meeting. This must be done before the meeting starts.

13.6 If a meeting shall fail to have a quorum the meeting shall not be empowered to conduct any business save to determine the date and place of a next meeting, which shall be held not less than 7 days after the first meeting. All members of the Management Committee shall be given 3 days notice of the reconvened meeting and the nature of the matters for

discussion must be made known to them. Should a quorum not be present at the reconvened meeting the Chairperson may rule the attended to constitute a quorum and conduct whatever business has been placed on the agenda. Decisions taken at such a reconvened meeting shall be as binding as decisions taken at a proper constituted and convened meeting.

- 13.7 If a member of the management committee does not attend three Management Committee meetings in a row, without having applied for and obtaining leave of absence from the Management Committee, then the management committee will find a new member to take that person's place.
- 13.8 Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be given to management committee members 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 Management Committee, and shall thereafter be signed by the Chairperson.
- 13.9 The Chairperson, or two members of the committee, can call a special meeting if they want to. But they must let the other Management Committee 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 committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 21 days notice.
- 13.10 Application for admittance to a project/centre can be registered with the Administrative Manager and Programme Manager and carried per hand to each member of the Management Committee for his/her consideration and approval or denial shall be indicated on the document with a signature. Such decision by the majority of members will be abided by.
- 13.11 Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 13.12 A meeting of the Management Committee may be convened from which the co-opted managers are to be excluded if written reasons for such exclusions are given to him/ her prior to such meeting.
- 13.13 The Management Committee has the right to form sub-committees. The decisions that sub-committees take must be given to the management committee. The management committee must decide whether to agree to them or not as its next meeting. By agreeing to decisions the management committee ratifies them.

13.14 The Management Committee may co-opt other persons whom are not members of the organisation to perform tasks allocated to a sub-committee.

13.15 All members of the organisation have to abide by decisions that are taken by the management committee.

14. Powers to make By Laws

14.1 The Management Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership, Codes of Conduct, subsidy schemes, disciplinary codes and grievance procedures.

14.2 The Management Committee may from time to time make, repeal or amend bylaws as to any matter within its powers.

14.3 Bylaws shall provide for the organisation to be divided into such divisions as may be deemed appropriate by the Management Committee.

15. Circumstances and manner in which office-bearers may be removed from office, provision for appeals.

15.1 The Participating Parents shall have the right to exclude any member of the Management Committee under the following circumstances, if the person should:

a no longer subscribe to the aim's set out in this Constitution pertaining to the organisation;

b become of an unsound mind ;

c habitually acts in a manner that in the opinion of the Participating Parents discredits the organisation;

d becomes insolvent or is the recipient of a subsidy for a child in a project/centre;

e commits any act described in the Code of Conduct.

15.2 A Special Meeting shall be called according to the procedure in paragraph 13.9

15.3 If the Office-bearer is found guilty of transgressing the provisions above, his/her membership will be revoked. This will result in any office bearer so involved to lose membership.

- 15.4 His/her position on the Management Committee as such is reliant on his/her membership. The admission of the child of such parent to any project/centre will be revoked.
- 15.5 An appeal against this decision will lie to an arbitrator appointed by the Chairperson of the Arbitrator's Board of SA and such decision will be final.

16. General Meetings

- 16.1 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.
- 16.2 The Annual General Meeting must be held once every year, towards the end of the organisation's financial year.

The following business amongst others, must serve on the agenda :

- 16.2.1. Opening for other items to be added for discussion
- 16.2.2. Record of attendees and apologies received
- 16.2.3. Reading and confirmation of the previous meeting's minutes with matters arising
- 16.2.4. Presentation of the Chairperson's report
- 16.2.5. Presentation of the Treasurer's report
- 16.2.6. Application for changes to the Constitution (if any)
- 16.2.7. Election new office bearers for the Management Committee
- 16.2.8. Nomination of an accounting officer
- 16.2.9. General
- 16.2.10. Closure

16.3. At least 21 days notice will be given for a Annual General Meeting, to inform all participating parents.

1. Each member has one vote at the Annual General Meeting. This applies to the co-opted members already appointed.
2. The balance sheets of the Financial Year just ended, together with the budget for the year in progress shall be presented to the meeting.
3. The Chairperson of the Management Committee even though he/she is required to retire, shall be the Chairperson of the Annual General Meeting until his/her report is delivered and shall facilitate the voting of the new Management Committee.

17. Finance

- 17.1. An accounting officer shall be appointed at the Annual General Meeting. His of her duties is to audit and check on the finances of the organisation.
- 17.2. The Treasurer's function 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 also keep proper records of all the finances.
- 17.3. Whenever funds are taken out of the bank account, the Treasurer and at least two other members of the organisation must sign the withdrawal or cheque.
- 17.4. The financial year of the organisation ends on 31 December of every year.

18. Changes to the Constitution

- 18.1. 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 Annual
- 18.2. General Meeting or Special General Meeting. Members must vote at this meeting to change the Constitution.
- 18.3. Two thirds of the members shall be present at a meeting ("the quorum") before a decision to change the Constitution is taken. Any Annual General Meeting may vote upon such a notion, if the details of the changes are set out in the notice calling members to attend the meeting.

18.4 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.

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

19. Dissolution/Winding-up

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.

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. 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.

The constitution was approved and accepted by members of

PATHWAYS-PRETORIA

At a special (general) meeting held on the _____th day of _____ 2008

Chairperson's signature

Name:

Secretary's signature

Name: