



CONSTITUTION

Revised_Draft_27Sept2022

INDEX

1. Name
2. Objectives
3. Body Corporate/Legal Status
4. Income & Property/Non-Profit Distributing Character
5. Powers
6. Structure of GAPA
7. Members
8. Board Members
9. Management Committee
10. Procedures at Meetings
11. Financial Matters
12. Amendments to the Constitution
13. Dissolution/Closing GAPA Down
14. Indemnity
15. Disputes

1. NAME

1.1 The organisation's name is Grandmothers Against Poverty and Aids "GAPA". 1.2 Its shortened name is GAPA.

2. OBJECTIVES

2.1 GAPA is a public, non-profit organization, constituting a network of township based self-help groups across the Cape Town metropole, established for the following overall objective:

That the capacity of grandmothers to cope with the effects of chronic poverty and ill-health within their families and communities is developed in ways that enhances their dignity and rights. Examples of chronic poverty include ever increasing cost of living; gender-based violence; substance abuse; unemployment; gangsterism; poor service delivery; etc.) and prevalent ill-health conditions are HIV/Aids; High Blood Pressure, Diabetes Mellitus, Arthritis, Cancers, Depression, Dementia/Alzheimer, etc.).

2.2 In order to achieve this overall objective, GAPA shall endeavour to:

2.2.1 Provide opportunities for psycho-social support for grandmothers who are emotionally vulnerable because of the traumatic effects that chronic poverty and ill-health conditions have on their families.

2.2.2 Develop practical strategies for dealing with the chronic poverty and ill health conditions, offering support at the household and community level and improving the grandmothers' ability to contribute to household income.

2.2.3 Increase access to public and private sector resources through strategic partnering with relevant organisations and associations.

2.2.4 Ignite the grandmothers' citizenship power, positioning and preparing for raising their collective voice in the political arena.

2.2.5 Strengthen organisational development.

3. BODY CORPORATE/LEGAL STATUS

GAPA shall:

3.1 Exist in its own right, separately from its members and office bearers.

3.2 Continue to exist even when its membership changes and there are different office bearers.

3.3 Be able to own property, both movable and immovable, and other possessions, which property shall be vested in GAPA's name.

3.4 Be able to sue and be sued in its own name.

4. INCOME AND PROPERTY / NON-PROFIT DISTRIBUTING CHARACTER 4.1

GAPA will keep a record of everything it owns.

4.2 The income and property of GAPA shall be used solely for the promotion of GAPA's stated objectives.

4.3 GAPA 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 GAPA. The payment must be a reasonable amount for the work that has been done.

4.4 A member of GAPA can only get money back from GAPA for expenses that she has paid for on behalf of GAPA, on presentation of the appropriate invoice or receipt.

4.5 Members or office bearers of GAPA do not have rights over things that belong to GAPA.

4.6 If GAPA has funds available for investment, the funds may only be invested with a registered financial institution.

4.7 Should GAPA close down, after all the debts and commitments have been paid, any remaining assets shall not be paid or distributed among the members, but shall be transferred by donation to some other non profit organisation which the management committee (and failing it, any division of a High Court) considers appropriate and which has similar objectives to GAPA.

5. POWERS OF THE ORGANISATION

5.1 GAPA through the management committee and the chairperson of the Board of Directors may take on the power and authority that it believes it needs to be able to achieve the objectives of GAPA, including but not limited to the right to:

5.1.1 To employ staff and hire professional and other services.

- 5.1.2 To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
- 5.1.3 To open and operate accounts with registered banks and building societies.
- 5.1.4 To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in Schedule A Clause 7 above.
- 5.1.5 To accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds.
- 5.1.6 Acquire, hold, lease and alienate property, both moveable and immovable; and
- 5.1.7 Mortgage, charge, pledge or otherwise encumber such moveable and immovable property;
- 5.1.8 Any transaction involving acquisition, holding, leasing and alienating property, both moveable and immovable shall be sanctioned by resolution held at a special general meeting of the management committee and the chairperson of the board, the majority at the meeting shall vote to authorise the manager to sign the documents necessary to acquire or alienate moveable or immovable property.
- 5.2 In raising funds it may not start doing any big ongoing trading activities that would change GAPA from being non profit in its work.
- 5.3 Its activities must abide by the law.
- 5.4 The board members / office bearers have the power to raise funds or to invite and receive contributions.
- 5.5 The board members / office bearers have the power to employ staff.
- 5.6 The staff, in consultation with the management committee and the chairperson of the board, does, however, have the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 5.7 The management committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

6. STRUCTURE OF GAPA

GAPA shall be run by its management committee, with the assistance and guidance of the board members and employees employed by GAPA, constituting a Manager, Programme Developer, Programme Manager, Office Manager and Secretary. The board members and staff shall ensure GAPA's accountability and transparency.

7. MEMBERS

7.1 Members are recruited by the group leaders; membership is authorised by the management committee; the management committee has the right to say no.

7.2 If a person wants to become a member of GAPA. She or He must: 7.2.1

Attend a monthly 3 day workshop.

7.2.2 Be over the age of 50 (although the group leaders may use their discretion to appoint a member under the age of 50).

7.3 Members of GAPA must attend its annual general meetings as well as general meetings where possible. At the annual general meetings members must exercise their right to vote on the policy of GAPA.

7.4 Any membership disputes or internal member conflicts will be referred to the management committee who will reach a consensus to maintain or terminate membership. At least a 14 days notice must be given to the member in question that her membership may be terminated. The individual has the right to be heard by the committee when the hearing takes place the person may bring an outside person if the person wants.

7.5 If a member has not been active in GAPA for six months or more, or been absent from three meetings in a row, without good reasons then GAPA can terminate that member's membership.

7.6 Members will elect the management committee for the next term of office, at the annual general meeting. Those elected then become GAPA's office bearers.

8. BOARD MEMBERS

8.1 At all times there will be 5 board members, who shall serve the board for a period of 5 years, with the option to be re-elected at the end of their 5 years term.

8.2 The role of the board members are:

8.2.1 To advise the staff and management committee at GAPA.

8.2.2 They shall ensure GAPA's accountability.

8.2.3 The Board members will be the ambassadors of GAPA.

8.2.4 They will review and approve the annual financial statements.

8.2.5 They will be briefed on the budget and should know where the deficits lie.

8.3 GAPA's expectations of the Board are:

8.3.1 The board should meet twice a year.

8.3.2 The board members shall be available for emergency meetings, to advise the management and staff at GAPA if deemed necessary by the manager.

8.3.3 The board members are expected to assist in funding applications.

8.3.4 The board members are expected to be at the annual general meeting, held every February.

8.3.5 Board members will also be required to initiate their own meetings should these be required.

8.4 In order for a board meeting to be properly constituted at least 3 members as well as the manager need to be present.

8.5 New board members will be suggested/nominated by the management committee these nominees will be discussed at, either at a special meeting or at a monthly meeting, and upon a 2/3's of the quorum majority and upon the member being so willing then he/she will be appointed.

8.6 Board members may resign by giving 2 months written notice, with reasons to the

chairperson and the manager of GAPA.

8.7 GAPA's members and management committee, shall be authorised to raise issues relating to the failure of the board members to fulfil their functions and roles, at a special or general meeting, which decision shall revert to the board members for the final determination of the board member in question.

8.8 Should a member of the board fail to fulfil his/her functions and be unable to attend more than 2 meetings in a row, the rest of the board members in consultation with the management committee shall exercise their right to retire the board member in question, by calling a special general meeting. The decision shall be referred to the member in question. The individual has the right to be heard by the board and committee, when the hearing takes place the person may make representations to the board the member in question may bring an outside person necessary.

9. MANAGEMENT COMMITTEE

9.1 The management committee will be made up of not less than six members. They are the office bearers of GAPA.

9.2 The office bearers shall include: chairperson, deputy chair person, treasurer, secretary and additional committee members. The management committee shall only consist of grandmothers, to be elected by the members at the annual general meeting.

9.3 The management committee must know the organisation and how it works, as well as have knowledge of the budget.

9.4 The roles of the management committee are

9.4.1 capacity building,

9.4.2 resolve internal disputes,

9.4.3 manage the disciplinary measures of the members,

9.4.4 organising traditional events, and

9.4.5 discipline the part time staff employed by GAPA.

9.5 Office bearers will serve for two years but can stand for re-election for another term in office after that. Depending on the kind of service they give to GAPA will determine their eligibility to stand for re-election. Their service must be necessary and the

office bearers must be willing to stand for re-election.

9.6 If a member of the management committee does not attend three management committee meetings in a row, without having applied for a leave of absence from the management committee, then the management committee will find a new office bearer to take that person's place.

9.7 The management committee will meet at least once a quarter, as well as when matters which need attention arise. More than half of the management committee need to be present, in order to constitute a quorum. A staff member must always be present at these management committee meetings.

9.8 Minutes will be taken at every meeting to record the management committee's decisions. 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.

9.9 Should a position on the Management Committee fall vacant, the Management Committee, by resolution adopted by least two-thirds (2/3) of its members present at the meeting, may (and if the vacancy reduces the number of members to less than seven [7], shall) co-opt a member/s to fill the vacancy/ies. The office of any person so co-opted as member of the Management Committee shall lapse unless confirmed by resolution of members at the next General Meeting.

9.10 If the management committee 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 subcommittee. The sub-committee must report back to the management committee on its activities. It should do this regularly. The decision that sub-committees take must be given to the management committee. The management committee 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 management committee ratifies them.

9.11 All members of GAPPA have to abide by the decisions of the management committee.

10. MEETINGS AND PROCEDURES AT MEETINGS

MANAGEMENT COMMITTEE MEETINGS

10.1 The Management Committee shall conduct its meetings and regulate its proceedings as

it finds convenient, provided that:

10.1.1 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.

10.1.2 The Chairperson shall convene a meeting of the Management Committee, quarterly and at the written request of any two (2) members of the management committee and the manager may convene such a meeting at any other time. They must let the other members know the date of the proposed meeting not less than 14 days before it is due to take place. 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 a 30 days notice.

10.1.3 There shall be a quorum whenever more than half of the requisite group is present i.e. for a board meeting quorum is 3 board members, for a management committee meeting at least 4 officers need to be present, for special meetings and the annual general meetings at least 30 people need to be present for quorum to be constituted.

10.1.4 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 a deciding vote. At meetings of the Management Committee each member shall have one (1) vote.

10.1.5 A resolution signed by all members of the Management Committee shall be as valid as if passed at a duly convened meeting of the Management Committee.

10.1.6 Minutes of all meetings must be kept safely and always be on hand for members to consult.

ANNUAL GENERAL MEETING

10.2 The annual general meeting must be held once every year, towards the end of GAPA's financial year.

10.3 The chairperson of the management committee shall chair the annual general meeting.

10.4 GAPA should deal with the following business, amongst others, at its annual general meeting:

10.4.1 Agree to the items to be discussed on the agenda.

10.4.2 Write down who is there and who, of the staff, board, management committee have written excuses, because they cannot attend.

10.4.3 Read and confirm the previous meeting's minutes with matters arising.

10.4.4 Manager's report.

10.4.5 Financial report.

10.4.6 Appoint auditors.

10.4.7 Changes to the constitution that members may want to make.

10.4.8 Elect new office bearers.

10.4.9 General.

10.4.10 Close the meeting.

GENERAL MEETINGS

10.5 Other General Meetings of GAPA shall be convened at any time by the Chairperson or at the written request of:

10.5.1 The Management Committee; or

10.5.2 At least 40 of the members of GAPA.

10.6 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

10.7 A quorum constituting a General Meeting of GAPA shall at least 30 members:

10.8 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

Resolutions and Voting

10.9 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third (1/3) of the persons voting in person. The

result of the vote shall be the resolution of the meeting.

10.10 Each member present or represented at such meeting shall be entitled to one (1) vote.

10.11 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

Minutes

10.12 Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting and shall be available for inspection or copying by any member on a two (2) days notice to the Secretary or his or her deputy.

Powers

10.13 A duly convened General Meeting of GAPA, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of GAPA as set out in this Constitution.

11. FINANCES

11.1 An accounting officer shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of GAPA.

11.2 The office manager's role is to control the day-to-day finances of GAPA. The office manager shall arrange for all funds to be put into a bank account in the name of GAPA. The office manager must also keep proper records of all the finances.

11.3 Whenever funds are taken out of the bank account, three other nominated members of GAPA must sign the withdrawal or cheque.

11.4 The financial year of GAPA runs from 1 April to 31 March each year.

11.5 GAPA's accounting records and reports must be ready and handed to the Director of Non-Profit Organisations within six months after the financial year end.

11.6 If GAPA 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 GAPA can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. GAPA can go to different banks to seek advice on the best way to look after its funds.

11.7 The office manager and the financial administrator are not to be signatories on any cheques. The only documents which the manager may sign are those relating to investments or fixed deposits or, those documents required by the bank to effect changes in communications between the bank and GAPA. In which case such documents will be signed by both the Chairperson of the board as well as the manager.

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 annual general meeting or special general meeting, which shall require at least 30 members to be present at the meeting. Members must vote at this meeting to change the constitution.

12.2 At least 30 members shall be present at the meeting ("the quorum") before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in 8.3.

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 GAPA cease to exist.

13. CLOSING GAPA DOWN (WINDING UP/DISSOLUTION)

13.1 GAPA 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 GAPA 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 in some way to another non-profit organisation that has similar objectives. GAPA's general meeting can decide what organisation this should be.

14. INDEMNITY

14.1 Subject to the provisions of any relevant statute, members of the management

committee and other office bearers shall be indemnified by GAPA for all acts done in good faith by them on GAPA's behalf. It will be GAPA's duty to pay all costs and expenses which any office bearer incurs or becomes liable for as a result of any act done by her in her capacity of her duties on behalf of GAPA.

14.2 Subject to the provisions of any relevant statute, no member of the management committee and or other office bearer of GAPA shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, for any loss or damage or expense suffered by GAPA, occurring in the execution of her duties unless the conduct arises out of gross negligence or dishonesty.

15. DISPUTES

15.1 In the event of a serious disagreement between the members of the management committee and/or GAPA regarding the interpretation of this Constitution then any two management committee members of GAPA shall be entitled to declare a dispute. Such declaration shall be in writing, shall state the issue in dispute and addressed to the management committee.

15.2 The management committee shall consider this declaration within two weeks of receiving it. Should the management committee not be able to resolve the dispute to the satisfaction of the person declaring it, the dispute shall be referred to a mediator or arbitrator.

15.3 Should a dispute be referred to a mediator, the person(s) declaring the dispute and the management committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of this dispute.

15.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be a suitably qualified person declaring the dispute and the management committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be binding and final.

15.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to the principles of natural justice (what is this).

15.6 The arbitrator may base his or her award not only upon the applicable law but also upon the principles of equity and fairness.

15.7 The person(s) declaring the dispute and the Management Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

15.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

<i>NAME</i>	<i>OFFICE</i>	<i>SIGNATURE & ID</i>	<i>PLACE</i>	<i>DATE</i>
	Chairperson			
	Vice-chair			
	Treasurer			
	Secretary			
	Member			