

# **SISTERS INCORPORATED** **CONSTITUTION**

## **1. NAME**

The name of the Organisation will be SISTERS INCORPORATED, hereafter referred to as, "THE ORGANISATION".

## **2. DEFINITIONS**

**"Gender-based domestic violence/abuse"** means any form of violence against a woman perpetrated by an intimate partner of such woman; or any form of interpersonal abuse perpetrated against a woman by an intimate partner or immediate family member; or any violence or abuse perpetrated against a woman by any person ordinarily residing in the same domestic dwelling of such woman.

## **3. AREA OF OPERATION**

The area of operation and in which contributions will be collected shall be the Western Cape, with limited contributions it may receive outside of these boundaries.

## **4. LEGAL STATUS**

- a) The Organisation is a Registered Non-Profit Organisation in terms of the NPO Act (1997) and is a Public Benefit Organisation as defined in section 30(1) of the Income Tax Act 58 of 1962 as amended. Its area of operation is the Republic of South Africa.
- b) The Organisation is a legal entity which may perform all legal acts and transactions authorized by this Constitution, inter alia, the acquisition and sale of movable and immovable property, the instituting and defense of legal actions, the raising of funds, the receipt of donations and all other such actions which are required to give effect to its aims and objectives.
- c) The Organisation will not compromise any of the activities mentioned in subparagraph (b) above in a manner which is not commensurate with its Legal Registration in terms of relevant South African Law.
- d) The funds of the organization will be used solely for its aims and objectives for which it was established.

- e) No member of the Management Board, Executive Committee or other Committees, as well as staff of the Organisation may have an interest or benefit from any contract entered into by the Organisation and third Parties.
- f) Representation on any of the governance structures of the Organisation does not give the members any right, title of claim to any interest in any of the Property of assets of the Organisation, nor do such members incur any liability in respect of any claim or action brought against the Organisation, unless such liability was incurred through gross negligence, breach of responsibility or trust of which a member or members may be found guilty in relation to the Organisation.

## **5. MISSION**

Sisters incorporated is a registered non-profit organisation that provides time-limited residential and professional support services to all women and their children who are survivors of gender-based domestic violence/abuse.

We are committed to providing an empowering and protective environment for all women and children who are abused - physically, emotionally, sexually, psychologically - and are in need of professional support.

In partnership with other related individuals, organisations or fora we advocate for the rights of all women and children for an environment which is respectful, protective and non-discriminatory.

Our services are underpinned by a commitment to quality, professionalism and spiritual values.

## **6. AIMS AND OBJECTIVES**

- a) Create a caring, protective and enabling environment for those who require our services.
- b) Promote Women's Rights and care for women and/or children whom are survivors of gender-based domestic violence/abuse, regardless of race, nationality, colour or creed.
- c) To assist and provide professional Social Work services, inclusive of material need, interim specific accommodation, meals, childcare and any other services conducive to recovery , to all women and their children whom have survived gender-based domestic violence/abuse.
- d) Develop growth, development and improved quality of life through Life Skills and Skills Training Programmes internally and in Partnership with relevant Organisations.

- e) Work in Partnership with specialised Professional Service Providers to ensure the highest quality of care.
- f) Provide services and work in collaboration with accredited Professional Adoption Agencies to ensure high quality services to women considering adoption.
- g) Provide information and public awareness in respect of Women's and Children's Rights and Gender-based violence/abuse to the broader community.
- h) Engage in collaborative relationships with relevant Partners for ongoing service development and research.
- i) Apply a humanitarian, high level of integrity and caring approach to our work.
- j) Create opportunities for Volunteers who add value to our work and respect their contributions to improve our services.
- k) Work in co-ordination and collaboratively with other relevant non-profit organisations and State Departments to expand and improve services related to Gender-based violence/abuse.

## **7. MEMBERSHIP**

The Organisation will consist of:

- Ordinary Members
- Life Members
- Honorary Members

Every member, who is in good standing, will be entitled to vote at any general meeting of members. At the discretion of the Board and without obligation to give reasons decline or accept an application for membership:

- a) Subscriptions are paid annually, no later than the Annual General Meeting of that specific year.
- b) LIFE MEMBERS: Any person who subscribes not less than ten times the amount determined for an ordinary member may apply for Life Membership and have the privileges of an ordinary member for life. In addition, The Board may apply agreed specific criteria to approve the application.

- c) HONORARY MEMBERS: Any person who has rendered special services or assistance to the organization may at an Annual General Meeting, be granted honorary membership for any period, including life. Nominations for Honorary Membership must be presented to the Board 60 days before the Annual General Meeting.
- d) The Organisation will keep and maintain an up to date register of names and addresses of all members.

## **8. GOVERNANCE STRUCTURE**

The Board appoints the Manager of the Organisation, who serves as an ex-officio member of the Board.

The Business of the Organisation will be conducted in the following manner:

- a) The Board is appointed by members in good standing at each Annual General meeting.
- b) An Executive Committee is appointed by the Board at its first Meeting after the Annual General Meeting.
- c) Sub Committees and Task specific Ad Hoc Committees are appointed as required.
- d) Sub Committees and Task Specific Committees may co-opt persons with specialised skills subject to the approval by the Board.

## **9. THE BOARD**

The Board is responsible for the control of the Organisation's activities and has the power and authority to further the objectives of the Organisation in any way it deems fit in the best interest of the Organisation.

- a) The board will consist of elected and co-opted members as follows:
  - i. ELECTED MEMBERS: not fewer than 5 and not more than 8 ordinary members, life members and members with special skills.
  - ii. BOARD MEMBERS will be nominated by one member in good standing 14 working days before the annual general meeting.
  - iii. The nomination must be submitted to the ex-officio manager once the nominee has accepted the nomination in writing.
- b) Board responsibilities:
  - i. At the first Meeting of each year the Board will elect the Organisations office bearers, namely, the Chairperson, the vice chairperson and honorary treasurer. In addition the Board confirms additional members in terms of specific portfolios in accordance with the business of the organisation.
  - ii. At this meeting the Board also confirms the Auditors and any other specialised professional service providers.

- iii. The Chairperson and Vice Chairperson will serve for a 2 year term and a maximum of 4 terms, followed by the appointment of new office bearers.

c) BOARD MEETINGS and further Board Responsibilities:

- i. Board meetings will consist of two forms: a meeting of the full Board and a meeting of the Executive Committee Board members only. Board meetings will occur once every month. In fulfilment of this, each form of Board meeting will occur once every two months, the two forms alternating respectively. Additional Board Meetings may be convened if required.
- ii. Written notice of Board Meetings, including minutes of previous Meetings and the Agenda will be given 7 days before the Meeting.
- iii. Have the authority and delegate staff responsibilities to the Manager to fill any vacancies occurring during the year.
- iv. Keep up to date and proper minutes of all Board Meetings.
- v. Appoint and/or approve sub-committees with specific roles relating to the operations of the Organisation, and to terminate these as deemed necessary.
- vi. Be empowered to purchase or rent or acquire or contract moveable or immoveable property in accordance with Board agreement.
- vii. Have the authority to sell or dispose of any moveable or immoveable property owns by the Organisation with the Board agreement regarding price or any other contractual conditions or agreements.
- viii. Acquire and maintain appropriate office space and premises to conduct the Organisation's business and activities.
- ix. Establish and approve services and programmes within the Organisation are of operation.
- x. Open and operate bank accounts in accordance with the relevant Laws in the name of the Organisation.
- xi. The Board has the authority to invest funds of the Organisation in the best interest of the Organization's Financial Policies and manage these as it deems fit, through transfer of funds or re-investment or realizing for interest or instructing Financial Institutions. Funds may only be invested with registered Financial

Institutions as defined in Section 1 of the Financial Institutions Investment of Funds Act, 1984.

- xii. Institute or defend legal proceedings by or against the Organisation or on behalf of or against individual members or officials of the Organisation.

**A QUORUM OF THE BOARD WILL BE 50% + 1**

## **10. EXECUTIVE COMMITTEE**

The Executive Committee is elected by the Board and will consist of the Chairperson, vice-chairperson and honorary treasurer.

- a) The Executive Committee will meet every two months, alternating with the meetings of the full Board, as described above.
- b) It will keep proper minutes of all its meetings and present these minutes to the Board at the first Board Meeting following its meeting.
- c) It will consult with the Board where necessary and refer to the Board for the implementation of decisions.

## **11. PERIOD OF OFFICE**

Office bearers and Board Members will remain in office until successors are appointed at the first Board Meeting following the Annual General Meeting.

## **12. RELINQUISHING OF BOARD MEMBERSHIP**

Membership of the Board or Executive Committee will terminate if such member fails to attend 3 consecutive meetings without written notice of leave of absence.

## **13. GENERAL MEETINGS**

### **1. ANNUAL GENERAL MEETINGS**

Every member in good standing is entitled to receive notice of and to attend every annual general meeting of members.

- a) The Annual General Meeting of the Organisation will be convened after at least 30 calendar days' written notice to all members of the Organisation; and after at least 14

calendar days' written "reminder" notification to all members of the Organisation. Written notice may be given in hardcopy or electronically.

- b) The meeting will be held within six months of the end of the Financial Year according to the Non-Profit Directorate Act (1997), being between 1 APRIL and 30 SEPTEMBER of each given year.
- c) The business and purpose of the Annual General Meeting is as follows:
  - i. Confirmation of the minutes of the previous meeting. Presentation of the Annual Report including the Audited Financial Statements.
  - ii. Election of the Board, prospective Board members, being members in good standing accepted their nomination in writing.
  - iii. Any other business.

## 2. SPECIAL GENERAL MEETINGS

Special General Meetings of the Organisation will be called by notice as instructed by the Board. The notice will state the purpose of the meeting to be addressed and will be given at least 15 calendar days written notice to all members of the Organisation before the meeting. All members of the Organisation must be also be provided with a written "reminder" notification at least seven calendar days before the meeting is to be convened. No other business will be addressed at a Special General Meeting. Written notification may be given in hardcopy or electronically.

## 3. QUORUM

A QUORUM AT A GENERAL MEETING AND A SPECIAL GENERAL MEETING WILL BE AT LEAST 50% + 1 OF THE MEMBERS OF THE ORGANISATION.

## 14. VOTES

All members in good standing are eligible to cast one vote. The Chairperson will have the casting vote in the event of equality vote outcome.

## 15. AMENDMENTS TO THE CONSTITUTION

The constitution may only be rescinded, amended or changed in any way by the members present at the Annual General Meeting and/or a Special General Meeting. The written notice

of any changes as stated must be sent to members at least 3 weeks before the state of the meeting. The proposed changes must be included in the notice.

The signed amended Constitution, as approved at the Annual General Meeting must be sent to the Directorate: NON –Profit Organisation, the Commissioner for Inland Revenue and any other relevant Stakeholders or Partners.

## **16. FINANCE**

- a) The Organisation's FINANCIAL YEAR WILL RUN FROM 1 APRIL TO 31 MARCH of each given year.
- b) All funds received by the Organisation will be paid into the Organisation's registered Bank accounts and /or registered financial institutions as soon as it is received.
- c) Cheques and electronic payments will be authorised by any two of the three persons approved by the Board.
- d) The honorary treasurer will ensure that the audited financial statements are presented at the Annual General Meeting.
- e) The Organisation will keep financial records in accordance with generally accepted accounting practices.
- f) Finances will be managed and records kept in accordance with the Financial Policies and Procedures as adopted by the Board.
- g) The Organisation, being a registered Public Benefit Organisation in terms of section 30 of the Income Tax Act (1962 as amended), renders it eligible to provided tax benefit to donors in terms of section 18A(1)(a).
- h) The Organisation must submit to the Commissioner of Inland Revenue a copy of any amendments to its Constitution.
- i) The Organisation must fully comply with all regulations as prescribed by the Minister of Finance and/or all regulations prescribed by any other Legal Institution which determines its public benefit activities as a non–profit.
- j) The Organisation must comply with all regulations as prescribed by South African legal requirements and International regulations if or when it receives International Funding.

## **17. PROPERTY**

The property of the Organisation will be vested in the name of SISTERS INCORPORATED.

The Board has the authority to execute any decisions with regard to the property on behalf of the Organisation.

## **18. LIMITATION OF RIGHTS AND LIABILITIES OF MEMBERS**

Membership of the Organisation does not and will not give any member proprietary right, title or claim to, or any interest in, any of the property or assets of the Organisation, nor does a member by such membership incur any personal financial liability in respect of any claim or action brought against the Organisation.

## **19. CANCELLATION OF MEMBERSHIP**

The Board may cancel the membership of a person/organisation if it has sound reason. It will give notice to such member in writing and afford the member the opportunity to appear before it personally. Failing the latter, the Board may approve the membership as cancelled.

## **20. LEGAL ACTION**

The Organisation may sue in the name of SISTERS INCORPORATED. Powers to sue or defend will be signed by the Chairperson as endorsed by the Board.

## **21. DISSOLUTION OF THE ORGANISATION**

The Organisation may be dissolved if at least two thirds of the members present and voting at an Annual General Meeting or Special General Meeting of members convened for this purpose are in favour of the dissolution. This meeting will address all matters pertaining to and relevant to the dissolution. Including the disposal of all its assets.

If there is no quorum at a meeting of this nature, the meeting must be postponed.

## **22. DISTRIBUTION OF ASSETS**

If upon dissolution of the Organisation, there remains any assets whatsoever after all debts are settled, such assets will be given to such other registered non-profit organisations which are also public benefit organisations with similar objectives. No members of staff may benefit from such action/distribution.

ADOPTED AND SIGNED AT.....THIS.....DAY OF.....2018

Chairperson.....

Vice Chairperson.....

Witness.....

Witness.....