



CONSTITUTION

1. NAME OF THE ASSOCIATION

1.1 The Association will be known as the **Western Cape Cerebral Palsy Association** and its shortened name will be **WCCPA**. The Western Cape Cerebral Palsy Association will hereinafter be referred to as the Association.

2. POSTAL ADDRESS OF THE ASSOCIATION

P O Box 13037
MOWBRAY
7705

3. STATUS OF THE ASSOCIATION

The Association is a registered non-profit organisation in terms of the Non-Profit Act (71 of 1997) hereinafter referred to as, the Act. The Association is also an approved public benefit organisation as defined in Section 30 (1) of the Income Tax Act (58 of 1962) as amended. The Association is a legal entity which is separate from its members. The Association may own property, enter into contracts and sue and be sued in its own name.

4. GOVERNANCE AND PROFESSIONAL MANAGEMENT

- 4.1 Subject to the Act the governance of the Association is vested in the Board.
- 4.2 Subject to the Act and this Constitution the professional management of the Association is vested in the Management Board/ Secretary
- 4.3 The business of the Association will be conducted through:
- 4.3.1 A Board appointed every three years by members at an elective Annual General Meeting.
 - 4.3.2 An Executive Committee appointed by the Board triennially at its first meeting after the elective Annual General Meeting.
 - 4.3.3 Sub-Committees established to carry out the objectives of the Association.

5. PRIMARY AREA OF OPERATION

The Association will operate and raise funds within the boundaries of the Western Cape.

6. OBJECTIVES AND AIMS OF THE ASSOCIATION.

The Association is a non-profit organisation established for the following public benefit objectives:

- 6.1 To provide for the diagnosis, treatment, care, training and employment for persons with Cerebral Palsy.
- 6.2 To advise, support, train and counsel parents and guardians in the care of their dependents with Cerebral Palsy.
- 6.3 To coordinate clinics, care centres, residences, work centres, places of employment, social worker services and outreach programmes for persons with Cerebral Palsy.
- 6.4 To promote and assist in research into all aspects of Cerebral Palsy.
- 6.5 To provide public awareness and education on all aspects of Cerebral Palsy.
- 6.6 To coordinate the work of its different projects and interest groups for the promotion of holistic care for persons with Cerebral Palsy.
- 6.7 To advocate and lobby for the rights of persons with Cerebral Palsy in terms of the constitution of the Republic of South Africa.
- 6.8 To raise funds needed for the implementation of the aforesaid objects in such a manner as the Board may deem fit, including the borrowing of funds.

7. MEMBERSHIP

- 7.1 At the discretion of the Association the following shall be eligible for membership:
 - 7.1.1 Individuals with Cerebral Palsy
 - 7.1.2 Individuals, groups and organisations of people who identify with the aims and objectives of the Association
- 7.2 The Association will maintain a membership system for all members of the Association. Categories and fees applicable will be set by the Board and may be amended from time to time.
- 7.3 Members are required to pay such annual subscription as may be determined by the Board from time to time.
- 7.4 Termination of membership:
 - 7.4.1 Voluntary termination
 - 7.4.2 Failure to pay and submit proof of payment of membership fee before the Annual General meeting
 - 7.4.3 Found to have brought the organisation into disrepute



8. MEETINGS OF MEMBERS

The following meetings of members shall be held: -

8.1 Annual General Meeting

8.1.1 The Association shall hold an Annual General Meeting within six (6) months of the start of the financial year annually, at such time and place as the Board may determine.

8.1.2 At each Annual General Meeting, the Association Chairperson shall present a full report on the activities, as well as the audited financial statements of the Association, covering the previous year, for approval.

8.1.3 An Agenda and relevant documents must be made available to members at least 14 days before the Annual General Meeting.

8.1.4 Notice of annual general meeting shall be sent to members or published by notification in the press or electronically 14 days before such meeting.

8.1.5 Every three years the Annual General Meeting will be an elective meeting

8.2 Special General Meeting

8.2.1 A Special General Meeting shall be convened on receipt of a written motion of not less than 7 members of the Association. No business other than that specified by the board or the said members, when calling such a meeting shall be transacted.

8.2.2 Written notice of a Special General Meeting must be sent to the members at least 7 days before a Special General Meeting.

9. PROCEDURE AT GENERAL MEETINGS

9.1 A quorum at any general meeting shall be 9 members. If no quorum is present within 30 minutes of the advertised time of starting, the meeting shall be postponed to the same time and hour one week hence. At such meeting, the members present, whatever their number, shall be deemed a quorum for transaction of all business at the meeting save and except that, in the case of Special General Meeting called by the requisite number of members, if no quorum is present, such meeting shall be dissolved.

9.2 Minutes shall be kept of all General Meetings and shall be confirmed at succeeding Annual General Meetings.

- 9.3 The Chairman, or Vice-Chairman, or if neither is present at the meeting, a person elected by the members' present shall preside and shall have a casting vote as well as a deliberative vote.
- 9.4 Every paid up member shall be entitled to vote at any General Meeting of the Association and shall be eligible for any office. Such member must have served one year as a member and as a member of a sub-committee. A simple majority shall decide every question submitted to the meeting by a show of hands. Only members whose subscription has been paid under clause 7.1 of this Constitution and has served in the organisation for a year as a paid up member will be entitled to vote or to be elected to any office.
- 9.5 All board, executive and subcommittee members must acquaint themselves with all relevant Acts governing NPO's, acts of governance, ethics and sign a code of conduct.

10. THE BOARD

The general management and organisation of the Association is vested in the Association Board which acts in terms of the Association's Constitution and policy determined by the Association.

- 10.1 Composition and size of the Association Board:
- 10.1.1 The officers of the Board shall be elected at every third Annual General Meeting and shall hold office until the succeeding Elective Annual General Meeting.
- 10.1.2 Nominations for membership of the Board shall be made and seconded in writing, submitted to the appointed person of the Association at least 7 days prior to the Elective Annual General Meeting.
- 10.1.3 Composition of the Board shall be:
- Chairman of the Board
 - Vice Chairman of the Board
 - Honorary Treasurer of the Board
 - A minimum of four additional Members of the Board
 - Secretary/or person appointed by the Board to serve such a function (Ex Officio)
- 10.1.4 The total number of the Board members including office bearers but excluding Ex-Officio members shall not exceed 15 members.
- 10.1.5 The Chairpersons of the Association's Sub-Committees will be approved by the Board and nominated by EXCO to serve on the EXCO.
- 10.2 The Board will normally make decisions by consensus but, should the need arise any proposal may be put to the vote and be decided by simple majority.
- 10.3 The Chairman will exercise a deliberative vote and where necessary a casting vote.



- 10.4 Any member of the Board, who has missed three consecutive meetings without leave of absence, shall be deemed to have resigned from the Committee.
- 10.5 The Board may, in its discretion, co-opt additional members to the committee to serve in any vacancy for any period between Annual General Meetings. It may also co-opt members to serve for any temporary period deemed necessary by virtue of their possession of specific expertise or knowledge necessary to conduct the business of the Board.
- 10.6 The Board will serve for a period of three years before elections.

11. **POWERS AND FUNCTIONS OF THE BOARD**

The Board shall have the right and duty of running and controlling the affairs and property of the Association and without detracting from this general power, may:

- 11.1 Delegate functions to the appointed person, the Co-ordinating Committee and the Managers and Staff of the Association in accordance with a "Delegation of Authority" document. This document shall be passed and amended by the Committee from time to time in order to facilitate smooth management of the Association's Service Provision Centres, and the exercise of due diligence.
- 11.2 Collect, accept, solicit and raise funds for the furtherance and aims of the Association.
- 11.3 Purchase, rent, lease or otherwise obtain the use of movable or immovable property required for the furtherance of the aims and objectives of the Association and may sell, mortgage or dispose of such property.
- 11.4 Raise loans and bonds and obtains such other financial aid as may be required by the Association.
- 11.5 Undertake and execute any trust, either gratuitously or otherwise, the undertaking and execution thereof may be desirable for the purpose of the Association.
- 11.6 Receive and administer any grant, contribution and/or bequest, which may be made by any individual, public body, or organisation.
- 11.7 Assist and/or contribute to any other organisation, institution or person for the purpose of promoting the interests of persons with Cerebral Palsy.
- 11.8 Open and operate banking or other approved accounts and draw, accept, endorse, execute, discount, promissory notes and other negotiable and transferable instruments. All the aforesaid transactions



shall be transacted by two persons as specified in the "Delegation of Authority" and organogram document approved by the Board in accordance with Clause 11.1 of this Constitution.

- 11.9 Enter any contract necessary for the attainment of the objectives of the Association.
- 11.10 The Board shall meet once a quarter on such date and at such place as may be determined by the Board.
- 11.11 The Chairman or Vice Chairman of the Association may call a special meeting of the Board for such purpose as he/she deems fit, on the written requisition from three members, in which requisition the cause, reason and particulars of the matters for discussion shall be set out.
- 11.12 At all meetings of the Board the Chairman, or in his absence, the Vice Chairman, or in the absence of both, any other member of the committee elected by those present, will preside.
- 11.13 One third of the number of elected members shall constitute a quorum of the Board.
- 11.14 The appointed person/secretary of the Board shall be responsible for all minutes of the meetings of the Board and shall be responsible for all correspondence, and for sending out notices of all meetings, and shall keep an attendance register to serve as a record of attendance at each meeting.

12. **EXECUTIVE COMMITTEE**

The Executive Committee is elected by the Board.

- 12.1 The Executive Committee will consist of the Chairperson, Vice-Chairperson and Honorary Treasurer of the Association and assisted by all Chairpersons of all projects and the appointed person/Secretary and Managers as and when required.
- 12.2 The Executive Committee will meet once a month or as often as is necessary to take full responsibility for the functions of the duties delegated to it by the Board, provided that:
 - 12.2.1 it will keep proper minutes of all its meetings and table copies of these minutes at the next Board meeting as a true record of its decisions and actions.
 - 12.2.2 it will, whenever necessary refer to the Board for instructions.
 - 12.2.3 it may purchase, sell, mortgage or encumber immovable property with the prior approval of the Board.
- 12.3 The Executive Committee will remain in office for 3 years until the next elective Annual General Meeting, but may be dissolved by the members of the Association in a Special General Meeting.

- 12.4 A quorum for the Executive Committee Meeting will be three of whom one is to be the Chairperson or the Honorary Treasurer.
- 12.5 The EXCO will act as a supervisory financial governance structure. The EXCO will act in a governance role on a month to month basis and report directly to the Board.

13. **SUB-COMMITTEES**

- 13.1 Sub-Committees will carry out the objectives of the Association. Sub-Committees may undertake projects and programmes relevant to the objectives of the Association.
- 13.2 Sub-Committees shall consist of no less than 3 members with the Manager as ex-officio member will be responsible for the proper management of services and resources within the guidelines and standards laid down by the Association in the Sub-committee guidelines.
- 13.3 Sub-Committee Chairperson's will be nominated and approved by the Board and will serve on the EXCO. Its members will be approved by the Board after every elective Annual General Meeting and shall function under the guidance of the Association.
- 13.4 Sub-Committees shall maintain regular contact with the Association in order to discuss, provide input for strategic planning and take action in respect of mutual concern.
- 13.5 Decisions of Sub-Committees must be submitted to the Board at the next meeting of the Board for approval. All Sub-Committees must familiarize themselves with their duties and responsibilities.
- 13.6 Decisions of Sub-Committees must be minute and reports must be drawn up by the Centre Manager and must be submitted to the EXCO.
- 13.7 Any member of any sub-committee who has missed three consecutive meetings without leave of absence, in the opinion of the Board shall be deemed to have resigned as a member of such Sub-Committee.
- 13.8 The provisions contained in this Constitution shall apply mutatis mutandis to any Sub-Committee in terms of this clause.
- 13.9 The Sub-Committee members must acquaint themselves with the sub-committee rules.



14. **PROPERTY**

- 14.1 All property whether movable, immovable, intellectual (corporeal and incorporeal) belonging to the Association or to which it may become entitled shall be vested in the Board. The Board is authorised and may acquire, hold, alienate, mortgage, let or hire immovable property on behalf of the Association.
- 14.2 Membership of the Board of the Association does not, and shall not give to any member any proprietary right, title or claim to any of the property or assets of the Association nor does a member, by such membership, incur any personal financial liability or responsibility in respect of any claim made, or action instituted against the Association unless the cause of the action arises from an act or omission of such a member of that Committee or of the Association.

15. **FINANCE**

- 15.1 The financial year of the Association shall terminate on the 31st March of every year.
- 15.2 The Bookkeeper shall keep proper books and accounts and shall be accountable to the Treasurer of the Association for all financial transactions made in the name of the Association.
- 15.3 Except where provided by the "Delegation of Authority" as approved by the Board in accordance with Clause 11.1 of this Constitution, no contracts/transactions may be signed by two employees of the Association.
- 15.4 The Treasurer shall submit a monthly report of the financial position of the Association to the Executive, through the bookkeeper. And a quarterly Financial report to the Board.
- 15.5 The books and accounts of the Association shall be audited by an auditor who shall be appointed by the Annual General Meeting of the Association, and the audited balance sheet for the preceding financial year shall be placed before the Annual General Meeting.
- 15.6 Any property or income of the Association shall be utilised solely in the furtherance of its aims or objectives and it shall be prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of payment in good faith of reasonable remuneration to any officer or employee of the Association for any services actually rendered to it.
- 15.7 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (protection of Funds) Act of 2001 as amended and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1985, (Act No 1 of 1985) as amended.



15.8 It must be noted that where shares (other than shares mentioned in 16.7) have been donated or bequeathed to an exempt institution the shares may be held without jeopardising the exempt status of the institution.

15.9 The "Delegation of Authority" documents should be accompanied with the financial guidelines and procedures.

16. **LEGAL ACTION**

The Association may sue or be sued in its own name and the power to sue or defend shall be signed by the Trustees.

17. **AMENDMENT OF CONSTITUTION**

This Constitution may only be rescinded, amended or added to by two thirds majority of the paid up members present and voting at a Special General Meeting of members of the Association. Notice of any proposed decision, amendment or addition shall be given to members at least 7 days prior to the holding of the meeting. The members of the Association must approve amendments to this Constitution. The full amended and ratified Constitution will be forwarded to the Director of Non Profit Organisations after the Special General Members Meeting.

18. **DISSOLUTION**

The Association may be dissolved if at least two thirds of the members present and voting at a General Meeting of the Association called for this purpose are in favour of such dissolution. Not less than 14 days' notice in writing shall be given of such meeting and the notice convening this meeting shall clearly state that the question of dissolution of the Association and the disposal of its assets will be considered. If there is no quorum at such meeting, the meeting shall stand adjourned for not less than one week and members attending such a meeting shall constitute a quorum.

18.1 When the Association 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 Association. It should, in the first instance, be shared amongst those Service Provision Centres operational at the time of Dissolution and who remain in a position to continue operation. Failing this it should be given in some way to another non-profit organisation that has the same or nearly the same objectives.

18.2 The Association's General Meeting can decide what organisations this should be and the apportionment of the assets. If it cannot reach a decision, then the relevant Governmental Authority for Non Profit Organisations will decide.



19. **PUBLIC RELATIONS**

Concerning the Association and its affairs only the Chairperson or a person delegated by EXCO and approved by the Board shall have the authority to make public or media statements including all electronic platforms.

20. **ADOPTION OF THE CONSTITUTION**

This Constitution was approved and accepted by members of the Western Cape Cerebral Palsy Association at a Special General Meeting held on the 9th of September 2021



.....
Chairperson
MN Osman

Date:



.....
Coordinator
J Poking

Date: