

ASSOCIATION FOR THE PHYSICALLY DISABLED  
GREATER JOHANNESBURG

CONSTITUTION

1. NAME

The name of the Association shall be THE ASSOCIATION FOR THE PHYSICALLY DISABLED - GREATER JOHANNESBURG, referred to hereafter as the Association.

2. AREAS OF OPERATION

- 2.1. For services to persons with disabilities: Gauteng South.
- 2.2. For trading activities: Republic of South Africa.

3. DEFINITION:

- 3.1. A "physical disability" means a temporary or long term partial or total loss of a bodily function or part of the body which in interaction with various barriers may hinder an individual's full and effective participation in society on an equal basis with others.
- 3.2. "Persons with physical disabilities" shall include those with multiple disabilities who fall within the Association's scope of expertise.

4. VISION

We are totally committed to working in partnership with people who have physical disabilities, and their families, in order to promote their integration into society and to enable them to achieve their full potential.

5. OBJECTIVES

- 5.1. To advocate on behalf of, to promote and to protect the interests and well-being of all persons with physical disabilities.
- 5.2. To develop and empower persons with physical disabilities.
- 5.3. To promote and/or undertake activities for the rehabilitation, education, training, employment and well-being of persons with physical disabilities.
- 5.4. To promote and/or undertake activities designed to prevent, detect or reduce the occurrence of disabling conditions and their effects.
- 5.5. To promote and/or undertake activities which will improve or remove those physical, legal and psycho-social barriers which hinder the integration of persons with physical disabilities into the community.
- 5.6. To maintain such staff and establishments as may be necessary to further these objectives.
- 5.7. To establish and, where necessary, to vary or disestablish such local associations, committees, sub-committees, joint committees and other working bodies as may be necessary for the furtherance of the Association's objectives. ~~Any~~ Local associations or committees established in terms of this clause will be encouraged and helped to reach autonomy.
- 5.8. To act as an advisory body for organisations engaged or interested in the *well-being* of persons with physical disabilities.

6. BRANCHES

- 6.1. There may be established independent Branches of the Association that carry out the objectives and activities of the Association within a particular geographic or functional area.
- 6.2. Such Branches shall be registered with and affiliated to the Association, but each Branch shall be autonomous and have liability for its own debts and obligations.

- 6.3. Branches must adhere to the Conditions of Registration as determined by the Executive Board.
- 6.4. A fee, as determined by the Executive Board, shall be paid by Branches to the Association.
7. AFFILIATION
- 7.1. The Association may affiliate to other organizations with similar *objectives*.
- 7.2. Other organizations with similar interests may apply to affiliate to the Association. If accepted, they shall be liable to *an affiliation fee* as determined by the Executive Board.
- 7.3. Affiliated organizations must adhere to the Conditions of Affiliation as determined by the Executive Board.
8. COMPOSITION OF THE ASSOCIATION
- The Association shall consist of Ordinary Members and *Honorary* Members.
9. MEMBERSHIP OF THE ASSOCIATION
- 9.1. Membership of the Association is open to any person wishing to voluntarily give of his/her time and expertise towards the advancement of the objectives of the Association. New ordinary members shall be *required to comply with the Association's "Policy and Procedure for Admitting Interested Parties to Membership of the Association and for Appointing Members to the Executive Board"*. A candidate's acceptance to membership shall be approved by a majority of Executive Board members.
- 9.2. The Executive Board may in its discretion confer honorary membership on any person or corporation in recognition of special services rendered to the Association or to the cause of the *well-being* of persons with disabilities in general.
10. GENERAL MEETINGS
- 10.1. The Annual General Meeting of the Association shall be held not later than the 30th day of September each year.
- 10.2. At every Annual General Meeting the following business shall be conducted in addition to any other items which may be placed on the agenda:
- Approval of the Chairperson's and Treasurer's report on the activities of the Association for the previous financial year.
  - Approval of the audited financial statements of the Association for the previous financial year.
  - Election of the members of the Executive Board. *New Board members shall only be eligible to stand for election upon completion of the requirements contained in the Association's "Policy and Procedure for Admitting Interested Parties to Membership of the Association and for Appointing Members to the Executive Board"*.
  - Election of the Chairperson of the Association.
  - Election of *up to two Vice-Chairperson/s* of the Association.
  - Election of the Treasurer of the Association.
  - *Election of not more than three further members of the Executive Board.*
  - Appointment of Registered Auditors to the Association.
- 10.3. A Special General Meeting may be called by the Executive Board or upon requisition in writing to the Director by not less than one-half of the members of the Association. In such cases, notice of the meeting and the business to be transacted thereat shall be given in like manner as that for the Annual General Meeting. The Meeting shall not be competent to transact business the nature of which has not so been specified.
- 10.4. At least 21 (twenty-one) days' notice shall be given of the intention to hold a

General Meeting, either by advertisement in two newspapers having wide circulation in Gauteng South or by written notice posted by ordinary mail or delivered to the address of each member as recorded in the Association's books. Such notices shall indicate briefly the nature of the business to be conducted at such meeting.

10.5. It shall not be necessary in the case of the Annual General Meeting to include with such notice either the audited financial statements or the reports on the Association's activities, both of which may be tabled at such Annual General Meeting.

10.6. At every General Meeting, Annual or Special meeting, 10 (ten) members present shall constitute a quorum. Should a quorum not be present by the time appointed for such meeting, the meeting shall stand adjourned for 7 (seven) days. Thereupon, should no quorum be present at the time appointed, the meeting shall stand adjourned for 30 (thirty) minutes after which period those persons present shall constitute a quorum.

## 11. MANAGEMENT OF THE ASSOCIATION

The management and administration of the Association shall be carried out by:

- The *Executive Board*.
- Such Committees as may be *established* by the *Executive Board*.
- Such staff as may be determined by the *Executive Board*.

## 12. EXECUTIVE BOARD

12.1. *The Chairperson, Vice-Chairperson/s, Treasurer and members of the Executive Board shall be elected by a ballot of the members of the Association at the Annual General Meeting. Such ballot shall be by show of hands unless not less than one-half of those present demand that such ballot shall be secret.*

12.2. *The Executive Board is charged with the leadership and governance of the Association; that is, with making sure that the organization abides by relevant ethical and legal standards in the process of fulfilling its Vision and Mission. It shall have the right, inter alia, to make policies for the regulation of the business of the Association and to delegate powers relating to the administration of the Association to any person or body.*

12.3. *The Executive Board (EB) shall consist of the following members*

### 12.3.1. Voting Members

- *The Chairperson of the Association.*
- *The Vice-Chairperson/s.*
- *The Treasurer of the Association or, in his/her absence, an alternate who shall be so designated by the EB.*
- *The Chairperson/s of such Committees as have been established by the EB and designated by it as entitled to representation on the Board.*
- *Not more than three further members of the Association who shall have been elected at the AGM.*
- *The Director of the Association.*

### 12.3.2. Non-Voting Members

- *One senior member of staff of the Association.*
- *Not more than three persons, not necessarily members of the Association, whom the EB may co-opt by reason of their special skills, knowledge or interests and who shall hold office at the pleasure of the EB.*

12.4. *Where Chairpersons of committees are members of the EB, their Vice-Chairs shall act as alternates in the absence of such Chairpersons at meetings.*

12.5. *There may be present at meetings of the EB such other staff members who may be approved by the EB, who shall have a voice at such meetings but no voting powers.*

12.6. *At least 14 (fourteen) days' notice shall be given of the intention to hold an EB*

meeting.

### 13. POWERS AND PROCEDURE OF THE EXECUTIVE BOARD (EB)

- 13.1. *The EB* shall be empowered to carry on the work of the Association in such manner as it may think necessary and proper.
- 13.2. In addition to its general powers, the *Executive Board* shall have power on behalf of the *members of the Association*:
  - 13.2.1. To collect and receive monies by way of bequests, donations, grants, collections or in any other manner.
  - 13.2.2. To appoint staff members and other employees, to determine their conditions of service, to dismiss such employees and to appoint others in their place, to regulate and control the functions of the Association's offices and to delegate to such persons such powers as it may determine as proper and necessary for the efficient administration of the Association.
  - 13.2.3. To enter into contracts and agreements for the use and benefit of the Association.
  - 13.2.4. To authorise the acquisition and disposal of property both movable and immovable.
  - 13.2.5. To mortgage and encumber the property and assets of the Association and to let any of its property.
  - 13.2.6. To institute and defend actions and proceedings at law, which said actions and proceedings shall be instituted and proceeded in, by or against the Association.
  - 13.2.7. To invest any money belonging to the Association in such manner as shall be considered advisable, both long and short term.
  - 13.2.8. To realise any investments, to change and to reinvest the same.
  - 13.2.9. To make available in its discretion and subject to such conditions as it may consider necessary, financial and/or other assistance by way of a grant, with or without security and with or without interest:
    - 13.2.9.1. To any person or persons or institutions to initiate or pursue studies or investigations or to promote the development of means calculated to advance the prevention of disablement and/or to ameliorate the effects of disablement.
    - 13.2.9.2. To constituent or affiliated bodies of any body concerned with the care of persons with disabilities for the purposes of such body, including the purchase of motor vehicles.
    - 13.2.9.3. When deemed necessary for their subsistence, *well-being*, training or rehabilitation, to persons with disabilities, their families or dependants.
  - 13.2.10. To borrow or raise from time to time for the purpose of the Association such sums as it deems fit.
  - 13.2.11. To regulate the manner in which banking and/or building society accounts shall be conducted on behalf of the Association and, in particular, to designate what signing powers shall be granted for operating the Association's accounts.
  - 13.2.12. To engage in such educational and fund raising activities as may be required to ensure the continuance of the Association's work.
  - 13.2.13. To co-operate with appropriate national, provincial and local government bodies, the *Gauteng Provincial Association for Persons with Disabilities*, other bodies having similar aims to the Association and all such other bodies and persons as may be able to assist the Association in the attainment of its objectives.
  - 13.2.14. To administer the assets of the Association in such manner as may be conducive to its interests.
  - 13.2.15. To establish or join pension, provident or other funds and group insurance or medical aid schemes.

13.2.16. To subsidise the attendance of proper persons at such meetings, conferences and proceedings as may bear upon the work of the Association.

#### 14. MEETINGS OF THE EXECUTIVE BOARD (EB)

14.1. *The EB shall meet at least 6 (six) times during the year of office. The quorum for meetings shall be not less than 6 (six) of the total number of EB members. In the event of there not being a quorum present, the meeting shall continue. Decisions taken shall be ratified as provided under Clause 16.2 or at the next meeting when a quorum is present.*

14.2. *EB meetings shall be chaired by the Chairperson, or in his/her absence one of the Vice-Chairpersons. In the event that none of these is present, the meeting shall elect from among their number a Chairperson for that particular meeting.*

#### 15. PROCEDURE OF MEETINGS

15.1. *The proceedings of all Executive Board (EB) and other committee meetings shall be minuted. The minutes shall be considered and confirmed at the next meeting of the EB or committee concerned. The EB and other committees of the Association shall make decisions by a show of hands unless a ballot is specifically requested by any committee member. Every Chairperson shall, in the case of equality in voting, have a second or casting vote.*

15.2. *A resolution of the EB made in writing and signed by not less than a number of members totalling one-half of the voting membership of the EB plus one, shall be as valid and effective as a resolution passed at a duly constituted meeting of such committee.*

15.3. *The Chairperson of the EB and every other committee of the Association or shall be required to stand down after serving for two years but may be re-elected immediately for a further two years. Such restriction shall not apply to the Treasurer of the Association or a member of staff who chairs a technical or working committee.*

15.4. *Members of the EB serve on a year -year basis. The conditions pertaining to a member either resigning from EB, or being asked to vacate their positions are provided in the "CONTRACT OF COMMITMENT FOR BOARD MEMBERS".*

15.5. *Office-bearer of the Association, shall not be eligible for election to office after the end of the year in which he or she attains the age of 70 years but which age limit the EB may, in its discretion, extend generally or specifically.*

15.6. *A member of any committee who fails to attend three consecutive meetings of such committee shall be deemed to have resigned from such committee, which may at the next succeeding meeting co-opt a replacement member.*

15.7. *No motion to re-open any question decided at any previous meeting of any committee held within the preceding 12 (twelve) months shall be considered without 7 (seven) days prior notice of such motion having been given and included in the agenda for the forthcoming meeting.*

15.8. *The Chairperson and Treasurer of the Association shall be ex-officio members of every committee of the Association and shall receive notice of all meetings to be held.*

#### 16. INDEMNIFICATION

16.1. *No member shall be liable for the debts of the Association as a corporate body.*

16.2. *Any officer, director, agent, committee member or member of the Association, or any officer, director or employee of any such member or the legal representatives of any of them, who is made a party of/to any suit, action or proceeding, whether civil, criminal or administrative, by reason of such affiliation with the Association or the performance of any act within such person's assigned responsibility acting under the Association's existing Constitution, by-laws or practice, shall be indemnified by the Association, to the extent that it is then financially able to do so, against the reasonable expenses, including legal fees, actually and necessarily incurred by such person in the*

defence of such suit, action or proceedings or any appeals thereon against any monetary damage or penalty imposed upon such person.

#### 17. LIMITATION ON ACTIVITIES

The Association may not carry on any business including the letting of property unless it is to the benefit of the Association to develop its services to people with disabilities.

#### 18. FINANCE

18.1. The financial year of the Association shall terminate on the 31<sup>st</sup> March of each year.

18.2. The property or income of the Association shall be utilised solely in the furtherance of its aims and 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 the payment in good faith of reasonable remuneration to any officer or employee of the Association for any services actually rendered to it.

18.3. The Association is registered as a Vendor for the purposes of the Value Added Tax Act No 89 of 1991 as amended by the Taxation Laws Amendment Act No 136 of 1991.

18.3. No member of the *EB or of* management shall have a direct interest in or benefit from any contract which the *EB or* management may conclude with any company.

#### 19. DONATIONS

19.1. Any donor or testator to the Association may, when making such donation, request that it be applied to some specific activity of the Association. Should such activity not be currently undertaken by the Association, then the Association may, with the consent of such donor, his/her heirs, successors or assigns, apply such funds to such other activity as may be close in nature to that specified. In the absence of any specific request, all funds will be applied to the general purposes of the Association.

#### 20. DISSOLUTION OF THE ASSOCIATION

20.1. The Association may be dissolved if at least two-thirds of the members present at a general meeting convened as provided herein shall so decide, or by the Director: Non Profit Organisations in accordance with Section 14(a) of the Act 71 of 1997. The notice of meeting shall state clearly that the dissolution of the Association and the disposal of its assets are to be considered.

20.2. If, upon dissolution of the Association, there remain any assets after the satisfaction of its debts and liabilities, such assets shall not be paid to or distributed among its members but shall be given to a registered Welfare Organisation/s that has/have *objectives* similar to those of the Association. Such organisation must also be within the Republic of South Africa and be exempt from Income Tax.

Failing such a decision, the remaining assets shall be paid to such organisation as may be designated by the Director: Non Profit Organisations.

#### 21. AMENDMENTS TO THE CONSTITUTION

21.1. This Constitution may be amended from time to time at an Annual General Meeting or Special General Meeting of the Association provided that notice, including the specific amendments to be introduced, is given at the time notice of the meeting is given. A two-thirds majority of members present shall be necessary to carry any proposed amendment/s.

21.2. Any amendments to the Constitution shall be submitted to the Commissioner *for* the South African Revenue Service as well as the Director of Non-Profit Organisations.

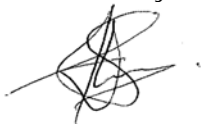
#### 22. SOUTH AFRICAN REVENUE SERVICE

22.1. *The sole object of the Association is to carry on one or more public benefit*

*activity/activities as defined in Section 30(1) of the Income Tax Act, in a non-profit manner and with an altruistic or philanthropic intent.*

- 22.2. *Such public benefit activity/activities (or substantially the whole thereof) are carried out for the benefit of persons in the Republic.*
- 22.3. *At least three persons who accept fiduciary responsibility for the Association will not be connected persons in relation to each other and no single person directly or indirectly controls the decision making powers relating to the organisation.*
- 22.4. *No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).*
- 22.5. *The funds of the Association will be used solely for the objectives for which it was established, or shall be invested with a financial institution as defined in Section 1 of the Financial Services Board, 1990 (Act No. 97 of 1990) or in securities listed on a stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).*
- 22.6. *On dissolution of the Association, the remaining assets must be transferred to registered associations as per section 20.2 of this Constitution.*
- 22.7. *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 a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10 (1) (cA) (i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive direct or indirect benefit from the application of such donation.*
- 22.8. *No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.*
- 22.9. *The Association will submit the required returns for income tax together with the relevant supporting documents.*
- 22.10. *In the case of the Association providing funds or assets to any association of persons contemplated in paragraph (b) (iii) of the definition of "public benefit activity", reasonable steps will be taken to ensure that the funds are utilised for the purposes for which they have been provided.*
- 22.11. *Where the Association has been approved in terms of section 18A(1)(b)(i) of the Act, 75% of the funds received by the organisation by way of donations which qualify for a deduction, will be distributed (or an obligation will be incurred to so distribute) within twelve months from the financial year end during which such donations were received.*

This Constitution was approved and accepted by the members of the Association for the Physically Disabled: Greater Johannesburg at the Annual General Meeting of the Association held on 8 July 2011.



CHAIRPERSON



DIRECTOR

Date: 8 July 2011