

CONSTITUTION
of the
VOLUNTARY ASSOCIATION
known as
THE PEACE AGENCY
['TPA']

It is hereby certified that this document constitutes the Constitution that was adopted by Resolution duly passed at the Annual General Meeting of the Association held at Umhlanga on 31 August 2010.

Chairperson:  Date: 31 January 2011

1. Name

The name of the Association is: THE PEACE AGENCY (hereafter referred to as the "Association")
the shortened name is: TPA

2. Objectives

The Association is a public, non-profit organisation established with the following objectives:

- 2.1. Provide a safe home for abandoned babies.
- 2.2. Ensure provision of their basic needs; good nutrition, hygiene, medication, stimulation and love.
- 2.3. Provide all necessary medical needs including testing, routine inoculations, treatment of illnesses and maintenance of up-to-date Road to Health Cards.
- 2.4. Maintain thorough up to date records for each child in our care to be given to the adoptive parents as a record of the child's life: likes & dislikes, firsts, medical, dietary and other requirements.
- 2.5. Provide sound infrastructural management in compliance with our status as registered crisis parents.
- 2.6. Work closely with Child Welfare to ensure that the rights of the child are protected and upheld at all times.
- 2.7. Utilize the experience of running our own baby home to facilitate others beginning their own.

3. Focus of Operations

The Association shall undertake its activities principally within Durban, Kwa-Zulu Natal, but may extend its activities elsewhere in the Republic of South Africa.

4. Legal Status

The Association is a body corporate with its own legal identity which is separate from its individual members and will continue to exist even if the members change. The Association may own property, enter into contracts, and sue or be sued in its own name.

5. Income and Property of the Association

- 5.1. Members or office-bearers have no rights in the property or other assets of the association solely by virtue of their being members or office-bearers.
 - 5.1.1. Members or office-bearers are not liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office-bearers.
- 5.2. The income and property of the Association shall:
 - 5.2.1. Be used solely for the promotion of its stated objectives.
 - 5.2.2. Not be paid or distributed directly or indirectly to any person, or to any member of the Association or office-bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

6. Powers

The Association shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to:

- 6.1. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
- 6.2. To invest funds of the Association with registered financial institutions as listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.
- 6.3. 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.
- 6.4. To purchase, acquire maintain, manage, develop, exchange, lease, sell, or in any way deal with property and assets of the Association.
- 6.5. To donate and transfer the property and assets of the Association to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
- 6.6. To borrow and to use the property or assets of the Association as security for borrowing.
- 6.7. To execute any act or deed in any deeds registry, mining titles or other public office.
- 6.8. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
- 6.9. To exercise all the powers and authority of the Association not only in the Republic of South Africa but in any other part of the world.

7. Membership

- 7.1. The first members shall be those persons who signed the attached Schedule A.
- 7.2. The Management Committee may admit natural persons over eighteen [and legal persons] as members to the Association.
- 7.3. The Management Committee may from time to time determine conditions and criteria for membership and refuse applications for members that do not comply with such conditions and criteria.

- 7.4. Every member shall pay an annual subscription fee as laid down by the Management Committee from time to time.
- 7.5. Membership cannot be transferred.
- 7.6. The Management Committee must keep a register with the names and addresses of all the members.
- 7.7. Membership terminates if:
 - 7.7.1. The member dies [or the organization dissolves].
 - 7.7.2. The member resigns, provided that no member can resign if it will result in the Association having less than three serving members.
 - 7.7.3. The member is removed by a resolution of the Management Committee provided that the member is given at least fourteen days' written notice of the Committee meeting at which the resolution will be proposed and is invited to make written or verbal representations at the Committee meeting.
- 7.8. The decision of the Management Committee to admit an applicant to membership or terminate a membership shall lapse unless confirmed by a resolution of two thirds of the members of the Association present at the next General Meeting.
- 7.9. Appeals against loss of the benefits of membership or against termination of membership can be made in writing to the Management Committee within fourteen (14) days of termination/loss of benefits. The appeal may be upheld by a decision taken by at least two-thirds (2/3) of the committee members.

8. The Management Committee

- 8.1. The Committee shall manage and control the affairs of the Association subject to the resolutions of members in General Meeting.
- 8.2. The Management Committee shall consist of at least five [5] members with the following portfolios: the Chairperson, the Vice-Chairperson, the Treasurer, the Secretary and the Vice-Secretary.
- 8.3. The Management Committee may co-opt up to twelve [12] additional non-voting members, as it may consider appropriate. The co-opted members shall serve for such period, as the Management Committee considers appropriate.
- 8.4. Any vacancy on the Management Committee may be filled through a resolution adopted by at least two-thirds (2/3) of its members. If a vacancy reduces the number of members to less than five [5], the Committee must co-opt a member to fill the vacancy. Members at the next General Meeting must confirm the office of any person so co-opted or else it will lapse.

9. Election of the Management Committee

- 9.1. Only members of the Association are eligible for election to the Management Committee.
- 9.2. The first Management Committee shall be elected by the first members of the Association at the adoption of this constitution.
- 9.3. At least one half of the members on the Management Committee, starting with those who have been in office the longest since their last appointment, shall retire at every Annual General Meeting.

- 9.4. The retirement of members serving for the same period shall be decided by a majority of votes of the members of the Association.
- 9.5. Resigning and retiring Management Committee members are eligible for re-election or co-option.

10. Disqualification & Removal of Management Committee Members

The Management Committee member shall be removed from office if he or she:

- 10.1. resigns, or
- 10.2. ceases to be a member of the Association,
- 10.3. becomes incapable by reason of mental or physical illness, or
- 10.4. is removed through a resolution adopted by at least three-quarters (3/4) of the Management Committee.

11. Procedures at Meetings of the Management Committee

The Management Committee may regulate its meetings and proceedings as it finds convenient, subject to the following:

- 11.1. The Chairperson shall chair all meetings of the Management Committee.
- 11.2. If the Chairperson is not present within fifteen [15] minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the Committee members present at the meeting shall elect a chairperson for that meeting.
- 11.3. The Chairperson shall convene a meeting of the Management Committee at least quarterly and at the written request of any two (2) members of the Management Committee.
- 11.4. The quorum for a meeting of the Management Committee shall be two-thirds (2/3) of the serving Management Committee members.
- 11.5. If no quorum is present, the Management Committee may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.
- 11.6. Each Committee member present or represented through written proxy shall have one (1) vote.
- 11.7. 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.
- 11.8. Proper minutes and attendance records shall be kept of all meetings of the Management Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two (2) days' notice to the Secretary or the Vice-Secretary.
- 11.9. A resolution signed by all members of the Management Committee shall be as valid and effectual as if passed at a duly convened meeting of the Management Committee.
- 11.10. The Management Committee may appoint a Chief Executive Officer and other officers and employees as it may consider necessary upon such terms and conditions as it may consider appropriate.

12. Delegation of Powers

The Management Committee may delegate any of its powers or functions to a committee or member(s) of the Association subject to predetermined conditions, provided that:

- 12.1. such delegation and conditions are reflected in the minutes for that meeting,
- 12.2. a committee must include at least one committee member,
- 12.3. no expenditure may be incurred on behalf of the Association except in accordance with the budget approved by the Management Committee, and
- 12.4. the Management Committee may revoke the delegation or amend the conditions.

13. General Meetings of the Association

13.1. Annual General Meetings:

- 13.1.1. The Management Committee must every calendar year convene an Annual General Meeting (AGM).
- 13.1.2. The first AGM must be held within fifteen (15) months of the adoption of this Constitution.
- 13.1.3. All other AGMs must be held within three (3) months of the end of the financial year.

13.2. At least twenty-one (21) days' written notice must be given to all members entitled to attend the meeting and must state the date, time and place of the AGM and the business to be transacted at the meeting.

13.3. The business of each AGM must include:

- 13.3.1. the Chairperson's report on the activities of the Association,
- 13.3.2. the consideration of the Annual Financial Statements,
- 13.3.3. the election of Committee members for the following year;
- 13.3.4. the appointment of Auditors [or accounting officers],
- 13.3.5. other appropriate matters.

13.4. Other General Meetings:

- 13.4.1. The Management Committee may at any time convene other General Meetings of Association and upon the request of one quarter of the members of the Association.
- 13.4.2. At least fourteen (14) days' written notice must be given to all members entitled to attend the meeting and must state the date, time and place of the General Meeting and the business to be transacted at the meeting. If the Committee fails to give notice within seven (7) days of the request of one-quarter of the members, such members shall be entitled themselves to give notice of and to convene the meeting.

13.5. Powers of General Meeting

- 13.5.1. A properly convened and quorate General Meeting of the Association is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

- 13.5.2. The members in General Meeting may review, approve or amend any decision taken by the Management Committee but no such resolution of the Association shall invalidate any prior action taken by the Management Committee in accordance with the provisions of this Constitution.

14. Procedures at General Meetings

- 14.1. The Chairperson shall chair all General Meetings.
- 14.2. If the Chairperson is not present within fifteen [15] minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the members present at the General Meeting shall elect a chairperson for that meeting.
- 14.3. The quorum for General Meetings of the Association shall be one quarter of the members of the Association. If no quorum is present, the General Meeting may make no decision.
- 14.4. If a quorum is not present within fifteen [15] minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen [14] days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment.
- 14.5. If no quorum is present at the reconvened meeting within fifteen [15] minutes of the appointed time, the members present, or represented by proxy, shall constitute a quorum for that meeting.
- 14.6. 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 not less than one third (1/3) of the members present, or represented by proxy.
- 14.7. Each member present or represented by proxy shall be entitled to one (1) vote.
- 14.8. Except where this constitution requires a higher threshold, 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.
- 14.9. Proper minutes and attendance records must be kept of all General Meetings. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two (2) days' notice to the Secretary or the Vice-Secretary.

15. Notices

- 15.1. All notices in terms of this constitution must be given to members in writing either personally, through prepaid post or electronic communication to the address provided by the members.
- 15.2. The accidental omission to address notice/s to any member shall not invalidate the proceedings of any meeting.
- 15.3. A member present in person at any meeting shall be deemed to have received notice of such meeting.
- 15.4. If posted, notices shall be deemed to have been received seven (7) days after posting.

16. Institutional Relationship and Affiliation

- 16.1. By reason of shared interests and concerns, the Association can develop institutional relationships with other organisations having the same or similar objects and concerns, as the Management Committee may deem appropriate.
- 16.2. The Management Committee may nominate one or more Members of the Association to attend and participate in meetings and proceedings of any such institutions with which the Association establishes an affiliation or other similar relationship.

17. Finance and Reports

- 17.1. The Management Committee must open a bank account in the name of the Association with a registered Bank.
- 17.2. Cheques and other documents requiring signature on behalf of the Association shall be signed by at least two (2) persons authorised by the Management Committee members.
- 17.3. The financial year end of the Association shall be the end of February each year.
- 17.4. The Management Committee must ensure that:
 - 17.4.1. Proper records and books of account which fairly reflect the affairs of the Association are kept.
 - 17.4.2. An annual narrative report of the Association's activities and an Annual Financial Statement conforming to generally accepted accounting principles are prepared for each financial year.
 - 17.4.3. Within six months of its financial year a report is compiled by an accounting officer [or auditor] stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.
- 17.5. A copy of the Annual Financial Statements, annual narrative report and certificate must be made available to all members within six months after the financial year.

18. Amendments and Dissolution

- 18.1. The terms of this Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of two-thirds (2/3) of the members present at a General Meeting.
- 18.2. At least twenty-eight (28) days' notice of the Meeting that states the nature of the resolution to be proposed must be given to all the members of the Association.
- 18.3. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the Management Committee (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Association.

19. Indemnity

- 19.1. Subject to the provisions of any relevant law, members of the Association or appointed delegates shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 19.2. Office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the organisation.
- 19.3. Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.