

# ROBERTSON HOUSE FOR PERSONS WITH DISABILITIES

## CONSTITUTION

### 1. NAME

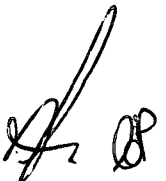
The name of the organisation shall be the **ROBERTSON HOUSE FOR PERSONS WITH DISABILITIES** and shall be a registered branch of the **Western Cape Association for Persons with Disabilities** as an autonomous branch and shall be liable for its own debts and obligations.

### 2. LEGAL STATUS

- (a) The Association is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- (b) All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the Management Committee may authorise any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.
- (c) The Association shall exist in its own right separately from its members and will continue to exist even when membership changes and there are different office bearers.

### 3. OBJECTS

- 3.1 To provide accommodation for persons with disabilities in an environment conducive to maximal privacy and independence (in this regard disabled will mean persons with mainly spinal cord injuries or spinal disabilities and will not mean progressive disabilities, injuries or diseases of the brain)
- 3.2 To protect and promote the interests of all persons with disabilities.
- 3.3 To promote and/or support measures which will prevent or reduce the occurrence of disabling conditions and their effects.
- 3.4 To promote and support such accessible and equitable community based medical, educational, vocational, social, recreational rehabilitation and social services and facilities as may be required by persons with disabilities to achieve independence.



- 3.5 To promote, and/or undertake activities which will improve the physical and social environment, including public facilities, and to remove those physical, legal and attitudinal barriers which hinder the integration of persons with disabilities into the community.
- 3.5 To educate and raise awareness amongst the general public and encourage a greater concern, understanding and awareness among the general public about disability.
- 3.7 To network and form strategic partnerships with other role-players, co-operate and work in partnership with other local welfare and other community based organisations in the planning of and maintaining projects which might benefit persons with disabilities.
- 3.10 To ensure sound governance of the organisation and its departments.
- 3.11 To influence the decisions of local authorities in planning the environment to the advantage of persons with disabilities.
- 3.12 To promote the availability of adequate skilled personnel, assistive devices and other such resources as are needed to achieve the above objects.
- 3.13 To implement all or any of the afore-going objects by any lawful Means which is/are registered in terms of the Non Profit Organisations Act of 1997 and the Income Tax Act, Act 58 of 1962.

#### **4. SERVICE**

To persons of all population groups over the age of 18 with physical disabilities.

#### **5. SERVICE AND FUNDRAISING AREA**

Western Cape Province

#### **6. MEMBERSHIP OF THE ORGANISATION**

Membership shall be open to any interested person and representative of the demographic profile of the service area of the organisation. Members may fall into the following categories -

##### **6.1 HONORARY LIFE MEMBERS**

At an Annual General Meeting members may, on the recommendation of the Management Committee, elect any member as an Honorary Life Member in recognition of special services rendered to the Association or to the welfare of persons with physical disabilities generally in or beyond the service area.

## 6.2 LIFE MEMBERS

A contribution of an amount determined by a resolution at the Annual General Meeting from time to time shall qualify the donor for membership.

## 6.3 INDIVIDUAL MEMBERS

An annual subscription of an amount as decided upon annually by the Management Committee shall be payable by members.

A member shall not exercise his/her rights of membership at an Annual General Meeting or other meetings of the organisation unless the relevant subscription has been paid at least one month before the date of such a meeting.

6.4 The Secretary of the organisation, who may be a paid official, or a member of the Management Committee, or a member of the organisation who is not a member of the Management Committee, shall keep a register of the names and addresses of all members.

# **7. RIGHTS, OBLIGATIONS AND LIABILITY OF MEMBERS**

7.1 Membership of the organisation in any of the classes of Membership do not and shall not give any member of any class a right to any of the moneys, property or assets of the organisation but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the Management Committee may from time to time impose and subject to the by-laws in force for the time being.

7.2 A member whose application for membership has been accepted shall be bound by the constitution, rules and by-laws of the organisation, and of any branch or section thereof, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the constitution, rules and by-laws by reason for the fact that he/she may not have received a copy thereof.

7.3 The liability of members of any class is limited to the amount of unpaid subscription or other moneys owing by them to the organisation and members shall not be liable for the debts and obligations of the organisation.



- 7.4 All subscriptions shall become due on 1 April in any year, and shall be regarded as being in arrear if they are not paid within three months of that date. The membership list shall be closed twenty one (21) days prior to the Annual General Meeting, and shall be re-opened after the Annual General Meeting;
- 7.5 Should there be any domestic dispute or disagreement within the Organisation, which cannot be reconciled by the Management Committee, then the members agree that the matter shall be submitted to Western Cape Association for Persons with Disabilities for arbitration, which decision shall be binding.

## **8. AFFILIATION**

Other organisations with similar interests may apply to affiliate to the Organisation. If accepted they shall be liable to subscriptions of R250-00 (two hundred and fifty rand) per annum. The Organisation may affiliate to other organisations with similar objects.

## **9. MANAGEMENT**

The Management of the Organisation shall be by a Management Committee.

- 9.1.1 The Management Committee shall consist of a Chairman, Vice-Chairman, Treasurer and not more than 2 (two) additional members shall be elected at an Annual General Meeting by closed ballad for a two (2) year term, after nominations was received at least 14 days before the meeting. The elected members will constitute the Management Committee. At such a meeting an electoral officer shall be appointed.
- 9.1.2 At least (1) resident of Robertson House shall be a member of the Management Committee of the Organisation.

A Management Committee member shall cease to act as such:-


- (i) if he/she tenders his/her resignation in writing and such resignation is accepted by the Committee;
- (ii) if he/she, because of being of unsound mind or for any other reason, becomes permanently incapable of performing his/her part in the carrying on of the business and/or the performance of the duties of the Management Committee;



- (iii) if he/she surrenders his/her estate, or if his/her estate is placed under administration in terms of section 74 of the Magistrates' Court Act, or under provisional or final sequestration, or if he/she attempts to compromise with his/her creditors or commits any other act of insolvency;
- (iv) if he/she is removed from any office of trust on account of misconduct;
- (v) if he/she is found, after proper investigation, to have acted in a manner detrimental to the image of the Association;
- (vi) if, on good cause shown at a Special Meeting of the Management Committee convened for the purpose, and after hearing of representations from such member who may call witnesses and have legal or other representation, two thirds (2/3 rds) of all the remaining members of the Management Committee vote in favour of the removal of such member from the Committee.

Any member of the Management Committee who fails to attend three consecutive meetings without leave from the Committee shall automatically ipso facto cease to be a member of the Committee. Such vacancy or any other vacancy as a result of resignation or death shall be filled by a person appointed by the Management Committee until the Annual General Meeting of the organisation.

- 9.3 The Auditor of the organisation and any paid official may not be members of the Management Committee.
- 9.4 Paid officials may be associate members of the Management Committee with the right to speak but not to vote. The auditor of the Organisation may not be a member of the Organisation.
- 9.5 The Management Committee shall meet at least five (5) times per annum.
- 9.6 The quorum at such meetings shall be one (1) more than half the members.
- 9.7 In the absence of the Chairman, the Vice-Chairman shall preside. In the event of this official being absent from a particular meeting, the Committee shall appoint a Chairman from its members for that meeting.



- 9.8 The presiding member shall have a casting as well as a deliberative vote.

## **10. POWERS OF THE ASSOCIATION**

The Management Committee shall have the following powers as are necessary for the proper attainment of the objects set out in clause 3 above provided that their actions will not constitute the carrying on of any business undertaking or trading activity, unless specifically permitted in terms of section 30(3)(b)(iv) of the Income Tax Act.

- 10.1 To delegate such of its powers to the Executive Committee for the proper management of the Organisation and the achievement of the duties of the Management Committee.
- 10.2 To acquire, hire, exchange, mortgage, encumber, let, dispose of or otherwise deal in movable and immovable property and rights of any description.
- 10.2 To collect and raise monies by way of bequests, donations, grants, collections or any other approved manner.
- 10.4 To maintain and improve immovable property and to build and/or renovate and/or demolish any buildings or other structures thereon.
- 10.5 To accept any donation in kind.
- 10.6 To raise or borrow money including by way of overdrafts for the purpose of the Association.
- 10.7 The funds of the Organisation will be used solely for the objects for which it was established, or shall be invested with a financial institution as defined in section 1 of the Financial Services Board Act, 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)
- 10.8 To appoint and dismiss staff and to draw up service contracts.
- 10.9 To enter into contracts and agreements for the use and benefit of the Organisation.
- 10.10 To institute and defend actions and proceedings at law.
- 10.11 To appoint sub-committees which may include associate members.



- 10.12 To carry out any other activities necessary for administering the Organisation.
- 10.13 To utilise any property or income solely in the furtherance of its aims and objects and is prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any other person other than by way of the payment in good faith of reasonable remuneration to any officer or employee of the institution or organisation for any services rendered to that institution or organisation.
- 10.14 To carry out any other activities necessary for carrying out its objectives, with the exception of carrying on any activity which is commensurate with commercially run businesses, speculation transaction, divided stripping activities as well as letting of property on a regular or systematic basis.
- 10.15 The Management, Executive and Employees are prohibited from using its resources either directly or indirectly to support, advance or oppose any political party or Association.
- 10.16 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 purpose 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 Association 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 some direct or indirect benefit from the application of such donation.
- 10.17 To do everything necessary for the proper and businesslike control and conduct of the affairs of the Organisation.

## **11. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE**

The management and control of the affairs of the Organisation shall vest in the Management Committee which shall have full powers and authority to do any act, matter or thing which could or might be done by the Organisation excepting such matters as are in the rule specially reserve to be dealt with at a general meeting of the Organisation.



- 11.1 Minutes of the meetings of the Management Committee are kept and that the names of all members present and who have apologised are recorded therein.
- 11.2 All monies received by the Organisation are promptly and without abatement deposited in a bank account/s registered in the name of the Organisation.
- 11.3 Proper books of account are kept which shall comply with the relevant provisions of the **Non Profit Associations Act of 1997** and which reflect financial activities of the Organisation including the acquisition or disposal of any movable or immovable property. Annual financial statements shall be compiled, and shall be certified by a registered auditor. These documents shall be submitted to the Annual General Meeting for notification and approval.
- 11.4 All payments are approved by the Management Committee. Payments of more than an amount determined by the Committee from time to time are paid by cheques and electronic bank transfers and will be signed and/or authorised by any two persons duly authorised thereto by the Management Committee, provided that at least one signatory shall be a member of the Management Committee.
- 11.5 No member of the Management Committee may have any direct or indirect interest in or benefit from any contract which the Management Committee may conclude with any company.
- 11.6 An audited balance sheet and statement of income and expenditure is submitted to the authority as stipulated in any relevant legislation.
- 11.7 No funds are raised by the Organisation for any other purpose except those laid down in the Constitution and no money or property is used for any other purpose.
- 11.8 All documents and statements of accounts are retained for a period fixed by the Management Committee and not less than three (3) years after audit.
- 11.9 All accounts, books, registers, and minutes of meetings are available for inspection by members of the Management Committee and any statutory officials.
- 11.10 Names and addresses of Committee members are submitted to the the relevant bodies as legally required and the Western Cape Association for Persons with Disabilities.

A handwritten signature in black ink, consisting of a large, stylized initial 'S' followed by a smaller, less distinct mark.



- 11.11 Accept the constitution, conditions of branch registration, by-laws and policies of the Western Cape Association for Persons with Disabilities, supervision of any professional or other service, advice, consultation and inspection by officials appointed by the Management Committee of the Western Cape Association for Persons with Disabilities.
- 11.12 The Management Committee shall have the power to nominate members of the Management Committee to sign and execute all necessary documents to enable transfer to be taken or passed on property purchased or sold, disposed of, mortgaged or pledged provided however the transfer of ownership falls within the powers of the Organisation and such power has been delegated to the Management Committee.
- 11.13 All income and assets of the Organisation from whatsoever source shall be used only for the attainment of the objects of the Organisation. No portion thereof may directly or indirectly, by way of dividend, bonus or any other means, be paid or transferred to members of the Management Committee. Notwithstanding the content of this clause the proper and reasonable reimbursement of committee members for all and any reasonable expenditure and subsistence and travelling costs involved in the performance of service and duties on behalf of the Organisation shall be attended to by the Management Committee.
- 11.14 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.

## **12. ASSETS**

- 12.1 All property, movable and immovable, owned by the Organisation shall be registered in the name of the Management Committee on behalf of the Organisation. The Management Committee shall have the powers referred to in Clause 9.1 above.

## **13. ANNUAL GENERAL MEETING**

- 13.1 The Management Committee shall arrange an Annual General Meeting of members as soon as possible after the end of the each financial year, but within six (6) months thereof.



- 13.2 The Secretary shall give members at least 14 days notice of an Annual General Meeting. The notice shall include an agenda which must include -
- 13.2.1 Presentation of Annual Report and audited financial statements for approval;
  - 13.2.2 Appointment of Management Committee;
  - 13.2.3 Appointment of auditor who shall be a chartered accountant;
  - 13.2.4 Appointment of branch representative, who must be a member of the Executive Committee, to serve on the Provincial Council of the Western Cape Association for Persons with Disabilities.
  - 13.2.5 Any other business about which written notice in terms of 12.2 has already been given.
  - 13.2.6 The time and place of the meeting
- 13.3 A quorum for the Annual General Meeting shall be one-third of the total membership.
- 13.4 In the event of there not being a quorum present, the meeting shall be adjourned for seven (7) days. The members present at such an adjourned meeting shall constitute a quorum. The Chairman shall preside at the Annual General Meeting.
- 13.5 In the absence of the Chairman, the Vice-Chairman shall preside. In the event of these office bearers being absent, the meeting shall appoint a Chairman from amongst its members.
- 13.6 Every member has the right to vote. In the event of an equal vote, the Chairman has a casting vote.
- 13.7 The financial year shall be from 1 April to 31 March each year.
- 13.8 The omission to send by post any such notice to any member shall not invalidate the holding of the meeting or the passing of any resolution thereat.

#### **14. PROCEEDINGS AT ANNUAL GENERAL MEETING**

- 14.1 At the annual general meeting the committee shall present an audited balance sheet and income statement drawn as at 31 March of the preceding financial year, together with its report.
- 14.2 The ordinary business to be done at an annual general meeting shall be as follows –



- 14.2.1 to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting
- 14.2.2 to receive and consider the report of the committee and the financial statements for the preceding financial year with the auditor's report thereon
- 14.2.3 the election of the Management Committee
- 14.2.4 to elect the Association's auditor
- 14.2.5 to consider and to pass, with or without modification, any resolutions concerning the affairs of the Organisation of which due and proper notice has been given and any other business concerning the affairs of the Organisation.

## **15. A SPECIAL GENERAL MEETING**

A Special General Meeting may be called by the Management Committee or by one-third of the members eligible to vote at such a meeting, on requisitions signed by them, addressed to the Secretary and stating the business which they desire to be considered at such meeting. At least ten (10) days written notice of such meeting shall be given in writing by the Secretary to all members of the Organisation. Such notice shall state the business to be brought before such meeting. The business of which notice shall be given shall include the business stated in the requisition and may also include other business specified by the Management Committee.

A quorum for a Special General Meeting shall be the same as for an Annual General Meeting and the procedure in the event of there not being a quorum present, shall be the same as described in Clause 12.4.

## **16. AMENDMENT OF THE CONSTITUTION**

The Organisation shall notify the Western Cape Association for Persons with Disabilities of any proposed constitutional changes.

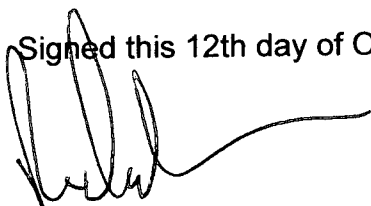
A copy of all amendments to the Constitution must be submitted to the Commissioner for the South African Revenue Service, Director Non-Profit organisations and Western Cape Association for Persons with Disabilities.

The Constitution may be amended at the Annual General Meeting or at a Special General Meeting. No alteration or addition shall be considered unless at least one (1) month's notice thereof has been given to all members. The notice convening any such meeting shall specifically state the nature of the amendments to be proposed and the reasons therefor. A two-thirds (2/3rds) majority of all present at such meeting shall be necessary to carry out the proposed amendment.

**17. DISSOLUTION**

- 17.1 The Organisation may be dissolved if at least two-thirds (2/3rds) of the members present and voting at a General Meeting of members convened for the purpose are in favour of dissolution. Not less than twenty-one (21) days notice shall be given of such meeting and the notice convening the meeting shall state clearly that the question of dissolution of the Organisation and disposal of its assets will be considered. If there is no quorum present at such a General Meeting, the meeting shall stand adjourned for not less than twenty-eight (28) days and the members attending such adjourned meeting shall constitute a quorum.
- 17.2 If upon dissolution of the Organisation there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid or transferred to, or distributed among, its members, but shall be transferred to the Western Cape Association for Persons with Disabilities or, if this Association is no longer in existence, to such other registered Welfare organisation in South Africa, preferably having similar objects, and approved in terms of section 30 of the Income Tax Act and which is itself exempt from Income Tax in terms of Section 10 (1)(cA)(i) of the Income Tax Act, No 58 of 1962, as may be decided by the members of the Organisation at the Special General Meeting at which it is decided to dissolve the Organisation, or in default of such decision, as may be decided by the Director of Non Profit Associations.

Signed this 12th day of October in the year 2006 at Milnerton.

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**CHAIRPERSON**  

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**CHIEF EXECUTIVE OFFICER**