

CONSTITUTION OF THE ST. JOSEPH'S HOME FOR CHRONIC INVALID CHILDREN

1. NAME

The Association shall be called The St. Joseph's Home for Chronic Invalid Children (hereinafter "the Home").

2. AIMS AND OBJECTIVES

2.1 The aims and objectives of the Association shall be the provision of a home for the acceptance, care, general nursing, educational and vocational training of chronic sick and/or invalid and physically handicapped children up to the age of eighteen (18) years, who are in need of such care, nursing and training. The Association shall carry out its aims and objectives under the auspices of and subject to the direction of the Missionary Sisters of the Catholic Apostolate (Pallotines).

2.2 Any property or income of the Association shall be utilised solely in the furtherance of its aims and objectives. The Association shall be prohibited from transferring any portion of such property or income 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 services actually rendered by such person to it.

3. AREA OF OPERATION

The Association will collect contributions and carry on its work as a home for chronic sick and/or invalid and physically handicapped children in the area formerly known as the Province of the Cape of Good Hope. Chronic sick and/or invalid and physically handicapped children throughout the Republic of South Africa and Namibia shall be eligible for admission to the home.

4. MEMBERSHIP

The members of the Association shall be the members of the Missionary Sisters of the Catholic Apostolate (Pallotines).

5. BOARD OF MANAGEMENT

5.1 The Board of Management (hereinafter "the Board") shall comprise such persons as are appointed by the Sister Provincial of the Missionary Sisters of the Catholic Apostolate (Pallotines) (hereinafter called "the Sister Provincial") in her absolute discretion.

5.2 The Board of Management shall consist of not less than four (4) persons.

5.3 The Sister Provincial shall, in consultation with the Board, have the right to terminate the appointment of any member of the Board.

6. MEETINGS OF THE BOARD OF MANAGEMENT

- 6.1 The Board shall meet, at least, quarterly.
- 6.2 The Chairman of the Board (hereinafter "the Chairman") shall be appointed by the Sister Provincial. Upon all matters of consideration by the Board, the Chairman shall be entitled to a casting, as well as a deliberative vote.
- 6.3 At all meetings of the Board, three (3) members shall form a quorum.
- 6.4 The Board shall determine its own rules of procedure.

7. ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting shall be convened by the Chairman by notice in writing sent to each member of the Association at least 14 (fourteen) days before the date fixed for the meeting and shall be held not later than 30 September in each and every year on a date to be fixed by the Board.
- 7.2 The meeting shall be presided over by the Sister Provincial of the Pallottine Sisters: or in her absence, by the Chairman: or in the absence of both the Sister Provincial and the Chairman, by any other member of the Board elected by the Board to preside at such meeting.
- 7.3 The business of the meeting shall be:
 - 7.3.1 to receive and, if in order, adopt the annual report from the Board and the duly audited financial statements for the year ended the preceding 31 March, together with the estimates for the ensuing year.
 - 7.3.2 to transact any other business.
- 7.4 Any members attending the Annual General Meeting shall have one vote at such meeting. The presiding Chairman shall have a casting vote as well as a deliberative vote. The Board may also invite any interested persons to attend the meeting but such persons, although able to speak if invited to do so, shall have no vote.

8. SPECIAL GENERAL MEETINGS

The Chairman, or in the absence of the Chairman the Vice-Chairman, may at any time and shall within one month of the receipt of a written request signed by not less than 5 (five) members of the Association, convene a Special General Meeting of the Association. At least 14 (fourteen) days' notice in writing of such meeting shall be given by the Chairman to each member. Every such notice shall state the purpose for which the meeting is called and no business other than that specified in the notice shall be transacted at any such meeting.

9. POWERS OF THE BOARD OF MANAGEMENT

- 9.1 To perform all such acts as are incidental to the attainment of the aims and objectives referred to in clause 2.

- 9.2 In order to achieve its aims and objectives, the Board shall have power in the name of and on behalf of the Association to:
- 9.2.1 buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise, movable and immovable property, including debentures, stocks and shares and to invest the funds in accordance with the provisions of the Fund Raising Act No. 107 of 1978;
 - 9.2.2 borrow money on the security of immovable property and pass mortgage bonds on the same;
 - 9.2.3 institute and defend, on behalf of the Association, actions at law in any competent court in the Republic of South Africa and for that purpose to sign and execute any necessary powers of attorneys;
 - 9.2.4 generally deal with the immovable and movable property of the Association and to sign, and execute and deliver all necessary powers of attorney, declarations and other documents required in transacting the general business of the Association;
 - 9.2.5 subject to the provisions of the Non Profit Organisation Act 1997, to raise funds for the aims and objectives set out above, to solicit and accept donations from persons and organisations and to conduct bazaars, collections, entertainment and similar fund raising activities.
- 9.3 To appoint any general or special agents or representatives, special committees or sub-committees with power to act for and on behalf of the Board, or to terminate the service of such agents, representatives, special committees or sub-committees.
- 9.4 To appoint honorary life patrons.
- 9.5 To exercise such powers as may be conferred on it by the Children's Act.
- 9.6 The Board and their authorised agents shall not have the power in the name of and on behalf of the Association, to carry on any business (this includes, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis).
- 9.7 Funds available for investment may only be invested with registered financial institutions and in securities listed on licensed stock exchanges as defined in the Stock Exchange Act, Act No. 1 of 1985
- 9.8 All powers of the Board shall be exercised subject to the approval of the Sister Provincial.
10. **MANAGEMENT OF THE HOME**
- 10.1 The Board shall appoint a Principal.
 - 10.2 The Principal shall attend meetings of the Board and will submit reports as required by the Board. He/she shall perform his/her functions and duties in compliance with the decisions and instructions of the Board.
 - 10.3 The Board shall be entrusted with the financial control of the Home and shall be responsible for all matters of finance and shall have power to appoint and, if

necessary, remove any person whether paid or unpaid holding office under it or in its employment.

- 10.4 The Principal shall pay all salaries, wages, costs, charges and household expenses properly incurred in connection with the administration and general working of the Home. All income or revenue accruing to the Association shall be used solely for the purpose of the Association.
- 10.5 The Board shall ensure that proper books of accounts are kept for the Association and that such accounts are audited by a qualified firm of accountants, annually. The Organisation's financial transactions shall be conducted by means of a banking account.
- 10.6 The Board shall, in terms of the Nonprofit Organisations Act 1997 and by September in each year, submit to the Director of Nonprofit Organisations, the Association's audited financial statements for the year ending 31 March, together with the Annual Report and estimates of income and expenditure for the ensuing year.
- 10.7 Notices, agendas and minutes etc., addressed and posted to the address of the member(s) and/or Board members at the address last supplied by such member(s) shall be deemed to have been delivered to that member. The Association and/or Board shall not accept any liability for the non-delivery or late delivery of such notice, agendas and minutes.

11. LEGAL PROCEEDINGS

The members of the Board shall be indemnified out of funds of the Association for the cost of all legal proceedings duly instituted or defended by them and shall incur no personal liability for anything done when acting lawfully and in good faith under the powers conferred by this Constitution.

12. AMENDMENT OF CONSTITUTION

If at any time the Board finds that it is necessary to amend the provisions of this Constitution, then it shall be lawful, at a Special General Meeting of the Association assembled for that purpose, to amend, revoke or annul any of the foregoing provisions and/or to substitute therefor new and/or amended clauses. Provided that at least 14 (fourteen) days' prior written notice of the proposed alterations and/or amendments has been given to members and provided further that such resolution shall not be deemed to have been passed at such meeting unless at least three-fourths of the members present and voting thereat shall have voted in favour of such alteration and/or amendment. A copy of all amendments to the Constitution shall be submitted to the Commissioner for Inland Revenue by the Chairman of the Board.

13. DISSOLUTION

Should the Board find it necessary at any future time on good and sufficient cause being given, to dissolve the Association, a special General Meeting of the Association shall be convened by the Chairman for that purpose on at least 14 (fourteen) days' prior written notice given to each member to that effect. If a Resolution to dissolve is carried by at least three-fourths of the members present and voting at such meeting, and if upon winding up or dissolution of the Association there remains any property whatsoever, the

same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Association or Associations which is/are authorised to collect contributions in terms of the Nonprofit Organisation Act 1997, and having aims and objectives of this Association. The Board shall, with the concurrence of the Sister Provincial, determine such other Association or Associations.