

CONSTITUTION SOUTH AFRICAN CHILD HEALTH PRIORITIES ASSOCIATION

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1. BACKGROUND

- 1.1 The current state of child health and services for child health in South Africa have not yet achieved the level that should prevail as reflected in the Constitution of South Africa, the Sustainable Development Goals and the United Nations Convention on the Rights of the Child and as further reflected in the acts, regulations, guidelines and working documents of South Africa.
- 1.2 Despite the clear intentions of the Government of South Africa and the international community for improvement in child health and child health services, this situation continues to threaten the survival and development of children in South Africa.
- 1.3 This Association was created to support and promote child health priorities, by creating a consortium of Child Health Workers to work together to support the progressive realisation of these goals.

2. NAME

- 2.1 The name of the Association is: "South African Child Health Priorities Association" (SACHPA) (hereafter referred to as the "Association").

3. VISION

- 3.1 A healthier future for children in South Africa and globally.

4. MISSION

- 4.1 To promote child health through highlighting and focusing on the priority needs of children.

5. OBJECTS

- 5.1 The Association is a public, non-profit organisation established for the following object: **To ensure that all children are provided with the health care and social services that are their human rights, through *inter alia*:**
- 5.1.1 advocacy for child health at national or any other necessary level;
- 5.1.2 facilitating and supporting the translation of child health knowledge into practice;
- 5.1.3 sharing of child health skills and knowledge with appropriate stakeholders by means of amongst others the holding /hosting of:
- 5.1.3.1 conferences;
- 5.1.3.2 round table discussions;
- 5.1.3.3 skills workshops; and
- 5.1.3.4 posting lectures on the internet using web-based technology.
- 5.1.4 developing models and strategies to promote child health in South Africa;
- 5.1.5 evaluation of child health services and child health strategies including their implementation;

- 5.1.6 the promotion and support of child health education for child health service providers; and
- 5.1.7 the promotion of quality of care norms and standards.
- 5.2 These objects of the Association shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and the activities of the Association shall be for the benefit of or widely accessible to the general public at large.

6. VALUES

- 6.1 The Association aims to be:
 - 6.1.1 Influential - vigorously champion activities that secure optimal health outcomes for children.
 - 6.1.2 Professional - operate at the highest ethical and moral standards.
 - 6.1.3 Authoritative - recognised and respected as offering expert, evidence-based knowledge and opinions.
 - 6.1.4 Relevant - develop solutions that are fundamentally grounded on local realities and resources.

7. LEGAL STATUS

- 7.1 The Association is a body corporate with its own legal identity, which is separate from its individual members. The Association shall 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. The liability of members shall be limited to the amount of their fees paid at any time.

8. NON-PROFIT DISTRIBUTING CHARACTER

- 8.1 The income and property of the Association shall be used solely for the promotion of its stated objectives or invested for furtherance of these objects. The members and the office-bearers shall have no rights to the property or other assets of the Association solely by virtue of them being members or office-bearers. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or Executive Committee, except as reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
 - 8.1.1 The Association will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 1962, as amended, to any employee, office bearer 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 will not economically benefit any person in a manner which is not consistent with its objects.

9. POWERS

- 9.1 The Association, acting through its Executive Committee, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively
- 9.1.1 except to the extent necessarily implied by its stated objects;
9.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
9.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 9.2 The powers of the Association may only be executed in accordance with the main object of the Association.
- 9.3 Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule B.

10. MEMBERS

- 10.1 The initial membership were those persons who set up the Association. Membership of the Association is automatically attained through registration for the annual Priorities conference, at no additional cost.
- 10.2 The Executive Committee may admit further members from time to time:
- 10.2.1 Subject to due compliance with any conditions of membership (including payment of any membership fees) which the Executive Committee may stipulate from time to time; and
- 10.2.2 In accordance with the following criteria: The member should:
- 10.2.2.1 Have no criminal record or pending criminal action relating to child related offences;
- 10.2.2.2 Have no criminal record or pending criminal action relating to fiduciary or financial matters;
- 10.2.2.3 Have a bona fide interest in the objectives of the Association;
- 10.2.2.4 Have applied through the process approved by the Executive Committee; and
- 10.2.2.5 Have no destructive or negative intentions with respect to the Association or its stated objectives.
- 10.1 Membership shall not be transferable.
- 10.2 The Executive Committee may suspend or terminate the membership of any member of the Association provided that:
- 10.2.1 At least (14) fourteen days prior written notice is given to all members of the Executive Committee of the intention to terminate a membership; and
- 10.2.2 At least (14) fourteen days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.

- 10.3 The decision of the Executive Committee to admit an applicant to membership, or to suspend 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.
- 10.4 Neither the Executive Committee nor the Association shall be required to give reasons for their decisions with respect to membership. No refund, whether in whole or part, of any membership fees shall be payable to any member upon termination of membership.

11. STRUCTURE OF THE ASSOCIATION - THE EXECUTIVE COMMITTEE

11.1 Powers

- 11.1.1 The affairs of the Association shall be controlled and managed by the Executive Committee. Subject to the terms of this constitution and to the resolutions of members in General Meeting, the Executive Committee may exercise all the powers of the Association.
- 11.1.2 In General Meeting, the Association may review, approve or amend any decision taken by the Executive Committee but no such resolution of the Association shall invalidate any prior action taken by the Executive Committee in accordance with the provisions of this Constitution.

11.2 Election

- 11.2.1 The members of the first Executive Committee shall be elected at the General Meeting at which this Constitution is adopted and shall hold office for a term of two years and shall retire at the end of the two-year term.
- 11.2.2 Resigning Executive Committee members shall be eligible for re-election or co-option.
- 11.2.3 Executive Committee members shall be members of the Association.

11.3 Composition

- 11.3.1 The Executive Committee shall comprise a maximum of 7 members provided that at least 3 of the Executive Committee members shall be persons who are not 'connected persons' in relation to each other (as defined in the Income Tax Act 1962, as amended. ["The Income Tax Act:"]).
- 11.3.2 The Executive Committee shall elect, from among their number:
- 11.3.2.1 the Chairperson;
 - 11.3.2.2 the Treasurer;
 - 11.3.2.3 the Secretary; and
 - 11.3.2.4 any other office bearers required for specific roles from time to time.

11.3.3 The Executive Committee may co-opt up to 3 additional non-voting members as it may consider appropriate from time to time. The co-opted members shall serve for such period as the Executive Committee considers appropriate.

11.3.4 No single person shall directly or indirectly control the decision-making powers of the Association.

11.4 Executive Committee Member Vacating Office

11.4.1 The office of a Executive Committee member shall be vacated if a member:

11.4.1.1 Resigns; or

11.4.1.2 Becomes unfit and/or incapable of acting as such; or

11.4.1.3 Would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or

11.4.1.4 Is removed by the Executive Committee, by resolution adopted by at least three-quarters (3/4) of the remaining Executive Committee members in office from time to time, being not less than the required minimum of 6. The Executive Committee shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed and to the members of the Association in General Meeting; or

11.4.1.5 Does not attend duly announced meetings on more than 2 consecutive meetings without apology, or more than 3 consecutive meetings irrespective of apologies be submitted, unless special circumstances arise that are accepted by at least three-quarters (3/4) of the Executive Committee members.

11.4.2 Should a position on the Executive Committee fall vacant, the Executive Committee, by resolution adopted at least two-thirds (2/3) of its members, may (and if the vacancy reduces the number of members to less than seven [7], shall) co-opt a member/s to fill the vacancy/vacancies. The office of any person so co-opted as member of the Executive Committee shall lapse unless confirmed by resolution of members at the next General Meeting.

11.5 Procedure at Executive Committee Meetings

11.5.1 The Executive Committee shall conduct its meetings and regulate its proceedings as it finds convenient provided that:

11.5.1.1 The Chairperson, or in his or her absence shall chair all meetings of the Executive Committee which he or she attends. In the absence of the Chairperson the remaining members of the Executive Committee shall elect a chairperson from those attending.

11.5.1.2 The Chairperson shall convene a meeting of the Executive Committee, at least every 6 months and at the written request

of any two (2) members of the Executive Committee may convene such a meeting at any other time.

- 11.5.1.3 The quorum necessary for the transaction of any business by the Executive Committee shall be two-thirds (2/3) of the Executive Committee members serving at any given time.
- 11.5.1.4 At meetings of the Executive Committee each member shall have one (1) vote.
- 11.5.1.5 Questions arising shall be decided by a majority of votes. The Chairperson shall always cast his vote after the outcome of the vote of the rest of the committee members in order to resolve a deadlock should it be necessary.
- 11.5.1.6 Proper minutes shall be kept of the proceedings of the Executive Committee, and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting and shall be available at all times for inspection or copying by any member of the Executive Committee, and on two (2) days' notice to the Secretary, by any member of the Association.
- 11.5.2 Meetings may be in person or via telephone or video conferencing. The Committee may conduct a meeting entirely by electronic communication or provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 11.5.3 A resolution signed by all members of the Executive Committee shall be as valid as if passed at a duly convened meeting of the Executive Committee.
- 11.5.4 The Executive Committee may delegate any of its powers to any of its members, or to a special purpose committee. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the Executive Committee from time to time.

12. GENERAL MEETINGS

12.1 Annual General Meeting

- 12.1.1 An Annual General Meeting of the Association shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held at the annual conference or within three (3) months of the end of each financial year whichever shall apply.
- 12.1.2 Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the

date, time and place of the meeting and in broad terms the business to be transacted at the meeting.

12.1.3 The business of an Annual General Meeting shall include:

- 12.1.3.1 the presentation and adoption of the Annual Report of the Chairperson;
- 12.1.3.2 the consideration of the Annual Financial Statements;
- 12.1.3.3 the election of members to serve on the Executive Committee for the following year;
- 12.1.3.4 the decision of whether or not to audit the financial statements of the following year, and if so decided the appointment of Auditors;
- 12.1.3.5 other matters as may be considered appropriate.

12.2 Other General Meetings

12.2.1 Other General Meetings of the Association shall be convened at any time by the Chairperson or at the written request of:

- 12.2.1.1 the Executive Committee; or
- 12.2.1.2 one quarter of the members (in good standing) of the Association.

12.2.2 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting; provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

12.3 Quorum

12.3.1 A quorum constituting a General Meeting of the Association shall be the lesser of:

- 12.3.1.1 25 members; or
- 12.3.1.2 one quarter (1/4) of the members, in good standing.

12.3.2 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

12.4 Resolutions and Voting

12.4.1 At all General Meetings, 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 the Chairperson or not less than

one third (1/3) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.

12.4.2 Each member present or represented at such meeting shall be entitled to one (1) vote.

12.4.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting vote.

12.5 Minutes

12.5.1 Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting and shall be available for inspection or copying by any member on two (2) days notice to the Secretary or his or her deputy.

12.6 Powers

12.6.1 Subject to the provisions of Clause 12.3, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

12.7 Notices

12.7.1 Notice of all meetings provided for in this Constitution, shall be delivered via email to the last email address notified by each person concerned to the Association, or in any other manner as the Executive Committee may decide from time to time.

12.7.2 The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.

13. FINANCIAL MATTERS

13.1 Donations

13.1.1 The Association may accept donations, provided that the Association may only accept revocable donations where the reason for the revocation is:

13.1.1.1 a material failure to conform to the designated purposes and conditions of such donation; OR

13.1.1.2 any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act; and

a donor (other than a donor which is an approved public benefit organisation or an institution or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose 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.

13.2 Restriction on donors

13.2.1 The Association may not accept donations from donors which conduct business or sell products which are inimical to the aims of the Association, and which the Association regards as unethical or undermining child health. The Executive Committee shall determine types and categories of unacceptable donors from time to time, for the guidance of those conducting fundraising activities.

13.3 Bank Account

13.3.1 The Executive Committee shall open a bank account in the name of the Association with a registered Bank. The Executive Committee shall ensure that any cash received by the Association is deposited in the abovementioned bank account as soon as possible after receipt.

13.4 Signatures and Electronic Authorisations

13.4.1 All cheques, promissory notes and other documents requiring signature on behalf of the Association shall be signed by two (2) of the Executive Committee members. The setting up or changing of details of beneficiaries or other payees shall require the authorization of two people, one of whom shall be a Executive Committee member. The processing of electronic payments shall require authorization of at least two people who have been delegated power to operate the bank account by the Executive Committee. The Executive Committee shall put in place a delegation of authority framework setting out the limits of financial and contractual abilities for all who act on behalf of the Association, and shall ensure that practical measure are put in place to check and enforce these limits.

13.5 Financial Year End

13.5.1 The Association's financial year end shall be: 31 December.

13.6 Financial Records

13.6.1 The Association shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Income Tax Act, as amended.

13.6.2 The Executive Committee shall ensure that the Association keeps proper records and books of account which fairly reflect the affairs of the Association.

13.7 Annual Narrative Report and Financial Statements

- 13.7.1 The Executive Committee shall ensure that the Association prepares an annual narrative report describing the Association's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 13.7.2 Within two (2) months after drawing up the Annual Financial Statements, the Executive Committee shall ensure that the books of account and financial statements are audited and certified in the customary manner by an independent practising chartered accountant;
- 13.7.3 An electronic copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

13.8 Use of funds

- 13.8.1 The Association will not knowingly be a party to, or will not knowingly permit, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for SARS.
- 13.8.2 The Association shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.

14. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

- 14.1 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 sixty six per cent (66%) of the members present at a General Meeting; provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.
- 14.2 In the case of amendments:
- 14.2.1 copies of such amendments shall, if the Association is exempted from payment of normal tax or authorised to issue receipts under s18A of the Income Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative;
- 14.2.2 copies of such amendments shall, if the Association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

15. INDEMNITY

- 15.1 Subject to the provisions of any relevant statute, members of the Executive Committee and other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.
- 15.2 Subject to the provisions of any relevant statute, no member of the Executive Committee and or other office bearer of the Association 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.

16. DISPUTES


- 16.1 In the event of a serious disagreement between the members of the Executive Committee and/or the Association regarding the interpretation of this constitution then any two (2) Executive Committee members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive Committee.
- 16.2 The Executive Committee shall consider such declaration within two (2) weeks of receiving it. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 16.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Executive Committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 16.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Executive Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 16.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.
- 16.6 The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

- 16.7 The person(s) declaring the dispute and the Executive Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.
- 16.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

17. DISSOLUTION

- 17.1 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 Executive 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; and should the Association become an approved public benefit organisation:
- 17.1.1 is a similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act, or
- 17.1.2 any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA), which has as its sole or principal object the carrying on of any public benefit activity, or
- 17.1.3 any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1) (a) or (b).

This amended constitution certified as approved and adopted by the members at the annual general meeting of members on 29 November 2019


CHAIRPERSON 28/2/2020