

CONSTITUTION FOR BOLAND HOSPICE

Table of Contents

Clause	Title	Page
1	Name	2
2	Body Corporate	2
3	Objectives	2
4	Governing structure and mechanism of governance	2
5	Powers of the organization	2
6	Meetings	3
6.1	Annual General Meetings (AGM)	3
6.2	Special General Meetings	3
6.3	Board Meetings	3
6.4	Notices of Meetings	3
6.5	Quorums	4
6.6	Procedures at Meetings	4
6.7	Making decisions in meetings	4
6.8	Records of meetings	5
7	Income and Property	5
8	Finances and Reports	5
9	Amendments to the Constitution	5
10	Dissolution / closing down	6

1. Name

- 1.1 The name of the Organization hereby constituted shall be Boland Hospice.
- 1.2 Its shortened name will be Boland Hospice (hereafter called the Organization).

2. Body Corporate

The organization shall

- Exist in its own right.
- Continue to exist even when office bearers change.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

3. Objectives

The organization's **main objectives** are to:

- 3.1 To provide quality holistic health care through an intermediate care facility and community home based care service in the Cape Winelands District
- 3.2 To provide health prevention and promotion services in the Cape Winelands District
- 3.3 To manage health related programmes in partnership with other organizations and the South African Government in the Cape Winelands District

The organization's **secondary objectives** will be to

- 3.4 To carry out networking and fund raising activities to fulfil the other objectives.

4. Governing Structure and Mechanism of Governance

- 4.1 The Office Bearers / Directors will oversee the organization. The Office Bearers will be made up of at least 5 members. They are the Board of Governance of the Organization
- 4.2 Directors will serve a term of office for a period of three years
- 4.3 The Directors shall not be permitted to hold more than two terms of office consecutively.
- 4.4 Directors wishing to serve the organization for more than two terms must have a break of one year after the second term.
- 4.5 Directors should be resident within the Cape Winelands District of the Western Cape
- 4.6 Directors shall be terminated before the end of their three year term under the following circumstances:
 - 4.6.1 disqualified in terms of the Companies Act or Non-Profit Organization Act
 - 4.6.2 absent from two meetings without notification
 - 4.6.3 by unanimous vote of the Board of Directors after investigation into behaviour contrary to the vision and values of the organization

5. Powers of the Organization

- 5.1 The Board shall carry out the powers on behalf of the organization and they shall govern the affairs of the organizations in accordance with the resolutions of its members as shall be taken from time to time.
- 5.2 The Board is responsible for making decisions and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organization as stated in point number 2 of this constitution. However such decisions and their activities may not be against the resolutions of its members or be against the law of the Republic of South Africa.
- 5.3 The board shall have the general power and authority to:-
 - 5.3.1 raise funds or to, invite and receive contributions;

- 5.3.2 Buy, hire or exchange for any property that it needs to achieve its objectives
- 5.3.3 Make by-laws for proper governance and management of the organization
- 5.3.4 Form sub committees as and when it is necessary for proper functioning of the organization
- 5.3.5 To open and operate a banking account or accounts with any bank or similar institution
- 5.4 If the Board thinks it is necessary, then it can decide to set up one or more sub committees.
- 5.5 The Board may delegate any of its powers or functions to a sub-committee provided that:-
 - 5.5.1 such delegation and conditions are reflected in the minutes of a Board meeting, including the budget allocated to the task of the sub-committee.
 - 5.5.2 at least on board member serves on the sub committee
 - 5.5.3 there are three or more people on a sub committee
 - 5.5.4 the sub-committee must report back to the board regularly on its activities.

6. Meetings

6.1 Annual General Meetings (AGM)

- 6.1.1 Stakeholders of the organization should attend its annual general meetings
- 6.1.2 The purpose of an AGM is to :
 - Report back to stakeholders on the activities, achievements and challenges of the past year
- 6.1.3 The organization shall deal with the following business at its AGM
 - The presentation of the Annual Financial Report as approved by the directors
 - The (re-)appointment of the Auditors
 - The presentation of the Annual Report of the directors or the Chairperson's report as approved by the directors
 - The presentation of the Annual Report of the General Manager of the Organization as approved by the Directors
 - Any other such matter as may be considered appropriate by the Directors
- 6.1.4 The AGM shall be held not later than the 30 September each year. Such date shall be decided by the Board

6.2 Special General Meetings (SGM)

- 6.2.1 A SGM shall be held outside of the normal meetings
- 6.2.2 A SGM can take the shape of an AGM or Board meeting
- 6.2.3 The Board may call a SGM of the organization
- 6.2.4 A SGM may be called when the Board wishes to take up an issue that requires urgent attention and cannot wait until the next AGM or Board meeting.

6.3 Board Meetings

- 6.3.1 Board meetings are conducted to complete a standard order of business of the organization.
- 6.3.2 Board meetings must be held no less than once a quarter by the Board

6.4 Notices of Meetings

- 6.4.1 The AGM and SGM's

- The Chairperson shall convene these meetings
- Notice of these meetings shall be given to stakeholders no less than twenty one (21) days before it is due to take place
- Notice of these meetings shall be advertised in at least two newspapers or similar publications distributed in the Cape Winelands

6.4.2 Board meetings

- The Chairperson of the Board shall convene these meetings
- Notice of a Board meeting shall be given at least seven (7) days before it is due to take place.
- Notice of Board meetings shall be made in writing in person, by post or electronic communication or whichever manner is convenient.
- For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members unless it can be proven otherwise
- All members present in person at any meetings shall be deemed to have received notice of such meetings.

6.5 Quorums

- 6.5.1 Quorums for all meetings of the organization shall be a simple majority of 50% + 1 of the relevant members who are expected to attend
- 6.5.2 However for the purpose of considering changes to this constitution or the dissolution of the organization then a two thirds (2/3) of the Board members shall be present at a meeting to make a quorum before such decision is taken.
- 6.5.3 All meetings of the organization must reach a quorum before they can start
- 6.5.4 If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within 14 days thereafter.
- 6.5.5 If no quorum is present within fifteen minutes of the appointed time of the reconvened meeting the members present shall be regarded as a quorum for that meeting and the meeting shall continue as if a quorum were present.

6.6 Procedures at Meetings

- 6.6.1 The board may regulate its meetings and proceedings as it deems fit provided that the chairperson shall chair all meetings.
- 6.6.2 If the Chairperson is not present, the vice chairperson shall chair such meeting. If neither of these are present then the Board shall elect a chairperson for that meeting.

6.7 Making decisions in meetings

- 6.7.1 Where possible the decisions of the Board shall be taken by consensus. However, when there is no consensus then the board members will vote
- 6.7.2 Each director present at a meetings shall be entitled to one vote
- 6.7.3 Questions arising at any meeting of directors shall be decided by a majority of votes, provided that in the case of an equality of votes the Chairperson be entitled to a casting vote,
- 6.7.4 All members must abide by the majority decision

6.8 Records of meetings

- 6.8.1 Proper minutes and attendance records must be kept for all meetings of the organization
- 6.8.2 The minutes shall be confirmed as a true records of the proceedings by the next meeting and signed by the Chairperson of that meeting
- 6.8.3 Minutes shall thereafter be kept safely and always be on hand for consultation.

7. Income and Property

- 7.1 The organization will keep a record of everything it owns
- 7.2 The organization may not give any of its money or property to its Board. The only time it may do this is when it pays for work that an office bearer has done work for the organization. This payment must be reasonable for the work done.
- 7.3 The Board of the organization can be reimbursed for expenses incurred on behalf of the organization and for which authorisation has been granted
- 7.4 The board do not have rights over the things that belong to the organization.

8. Finances and Reports

- 8.1 Bank Account: The Board must open a bank account/s in the name of the organization with a registered bank or similar organization as designate by law.
- 8.2 Signing authority:
 - Cheques shall require two signatures who are representatives authorised by the board
 - All methods, electronic or otherwise, of releasing or withdrawing funds from the organization's bank account/s shall require two people who are representatives approved by the board to do so.
- 8.3 Financial year end: The financial year end of the organization shall be 31 March of each year
- 8.4 Financial report: The Board must ensure that proper records and books of account which reflect the affairs of the organization are kept and within six months of its financial year end a report is compiled by an independent auditor stating whether or not the financial statements are consistent with its accounting policies and practices of the organization
- 8.5 The Board is responsible for making sure that the money of the organization is safe and is accounted for
- 8.6 The board shall approve a budget of the coming years expected income and expenditure before 1 April each year.
- 8.7 At each Board meeting a financial report should be presented which shows the income and expenditure since the last board meeting and how it compares with the approved budget.
- 8.8 If the organization has funds that can be invested, the funds may only be invested with registered financial institutions.

9. Amendments to the Constitution

- 9.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the Board members who are present at a Special Meeting for this purpose. The Board Members must vote at this meeting to change the constitution.
- 9.2 For the purpose of considering changes to this constitution two thirds (2/3) of the Board members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
- 9.3 A written notice must go out no less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must

indicate the proposed changes to the constitution that will be discussed at the meeting.

9.4 No amendments may be made which would have the effect of making the organization cease to exist.

10. Dissolution

10.1 The organization may be dissolved or close down if at least two thirds (2/3) of the Board members present and voting at a meeting convened for the purpose of considering such a matter, are in favour of closing down.

10.2 On dissolution of the organization all payments due to all staff and creditors shall be made by funds available on investment or in other banking accounts. Should this not be sufficient assets belong to the organization may be liquidated to the extent required to make good the aforementioned payments

10.3 Once all staff and creditor payments have been made any remaining assets shall be donated to any other Non-Profit Organization in the Cape Winelands with a similar objective.

This constitution was approved and accepted by its Board of Directors at their meeting held on Monday 18 May 2015.

Name	Position	Signature
	Chairperson	
	Vice Chairperson	
	Member	
	Member	
	Member	
	Member	
	Member	