

CONSTITUTION_

GOOD HOPE PSYCHOLOGICAL SERVICE

- Reg. No. 054 297 NPO
- 20 Main Road
- PAARL
- 7646
- Tel 021 8633127/8

1. NAME

1.1 The GOOD HOPE PSYCHOLOGICAL SERVICE, as the organisation will be known, is a voluntary organisation. In Afrikaans it will be known as GOEIE HOOP SIELKUNDIGE DIENS. Hereafter it may be referred to as “the Service”.

2. THE NATURE OF THE SERVICE

2.1 The Service, comprising from time to time all its Members who for the time being are registered as such according to the Constitution, shall be a legal entity, i.e. a persona in law, having perpetual succession as well as capacity to bear all rights and responsibilities compatible with its status as a persona in law, particularly inter alia its own name to acquire, own, hold and/or alienate rights and property, both movable and immovable, and to incur obligations - all independently of its Members - as also the power to sue and be sued and/or defend in its own name in any legal process or proceedings.

2.2 As such legal entity or persona in law the aforesaid Service shall be distinct from its component Members for the time being, who shall in no way individually be liable or responsible for the obligations, liabilities or debts of the Service. Members will not be held responsible for damages incurred by any person(s) as a result of actions, or liabilities thereof, by the Service or any of its members or its employees, whilst acting in good faith.

2.3 The property of the Service, both movable and immovable, remain the property of the organisation. The property will be recorded and will be audited annually.

2.4 No Member or office bearer of the Service shall have any rights in or claims to any money, property or other assets of the Service, except reasonable compensation for service rendered or expenses incurred for or on behalf of the Service.

2.5 The Service will continue to exist even when its Members and/or office bearers change.

2.6 The Service will be registered as a non-profit organisation: Reg. No. 054 297 NPO.

3. THE AIMS OF THE GOOD HOPE SERVICE

3.1 The Service aims to provide free psychological service to resource poor people of the Boland and Drakenstein area, as well as community service to the same. Of particular concern are those children and adolescents that are suffering from the deprivations of poverty, violence and various forms of abuse.

3.2 Adults are also to be helped with family, parental, work and psychological problems.

3.3 The Service is a non-profit organisation. It will seek to raise funds from donors supporting its Aims, not through membership fees.

3.4 The Service aims to work together, both internally as far as its different organs are concerned, as well as externally with other organisations which also pursue the same abovementioned Aims.

4 THE STRUCTURE OF THE SERVICE

4.1 GENERAL STRUCTURE

The Service is made up of its Members, who by virtue of their commitment to the abovementioned Aims, comprise the Service. These Members elect the Management Committee (also: “Committee” or “ManCom”) and the Board usually at the Annual General Meeting (or by exception at a General Meeting). Some Members may choose to work on a voluntary basis, other Members may be employed by the Service. The Management Committee is responsible for the daily running of the Service and implementation of the Service’s policies. The Board is charged with the developing of the long term policies and planning of the Service and supporting the work of the Management Committee. Whilst these functional aspects of the Service are distinguished and delegated to the respective organs, they all are understood to be in the service of the abovementioned Aims. A good cooperation between the different Service organs is paramount.

4.2 THE MEMBERS AND MEMBERS’ LIST

4.2.1 The founding Members are those persons that voted the first Management Committee into office, thus putting the Constitution into operation. They will be put on the Members’ List.

4.2.2 A person wishing to become a Member of the Service thereafter must apply to the Management Committee, who will determine suitability of membership. Eligible are all persons who subscribe to the Aims of the Service. The Management Committee may also invite persons to become Members if this is deemed desirable (e.g. Where Management Committee members have been elected or co-opted, but are not yet Members of the Service, or where Volunteers are deemed to merit membership).

4.2.3 A Members’ List will be drawn up, with the addresses (postal, telephone, e-mail) of the Members. Members have the responsibility to keep the Management Committee informed of their particulars.

4.2.4 In cases of doubt, the Members’ List, as kept up to date by the Management Committee on an annual basis, will determine voting rights at any of the official meetings of the Service.

4.2.5 Members do not pay membership fees.

4.2.6 Members may resign by informing the Management Committee.

4.2.7 Members who are not active are deemed to have resigned after six months of inactivity.

4.3 THE MANAGEMENT COMMITTEE

4.3.1 The Management Committee is responsible for, and has the authority to see to, the daily running of the Service, implementation of the Service’s policies and decisions and the practical realisation of the Aims of the Service.

4.3.2 The Management Committee is elected at the Annual General Meeting for a period of two years, corresponding to the furthest uneven year. Eligible are persons on the Members’ List of the Service. They have t

nominated and elected by a two-thirds majority. They may be re-elected.

4.3.3 The Management Committee chairperson is elected at and by the Annual General Meeting. The chairperson of the Management Committee is ex-officio on the Board and functions as liaison between the Board and Management Committee.

4.3.4 The Management Committee will have at least three members, a chairperson, a secretary and a treasurer. There may be more members and portfolios are arranged as deemed suitable and necessary (e.g. public relations, coordinator of volunteers, supervision, training, administrative).

4.3.5 Other Members of the Service may attend Management Committee meetings or serve on sub-committees. The Management Committee may co-opt new Management Committee members if this be deemed necessary and desirable.

4.3.6 The Management Committee sees to the work of the Volunteers and Employees. It has the power to appoint and dismiss personnel (e.g. administrative personnel, counsellors and psychologists). The Committee may reimburse Volunteers for expenses incurred and pay the salaries of approved Employees.

4.3.7 The Management Committee should meet at least quarterly or more often if required. Individual Management Committee members may request a special meeting of the Management Committee. A quorum consists of a minimum of three Management Committee members (excluding any visiting Service Members present). Decisions are made by a two-third majority.

4.3.8 The Management Committee will choose an executive triad that can make immediate decisions between meetings, which need to be ratified at the next Management Committee meeting. Sub-committees may be empowered to implement certain defined goals.

4.3.9 The Management Committee may enter into agreements with other organisations regarding the use of office space and infrastructure or the rendering of services within the scope of the Aims of the Service. Those other organisations may have a representative on the Management Committee and partake in Management Committee meetings.

4.3.10 Management Committee members may resign office in writing or be voted out of office by a two-third majority of the remaining Management Committee members. Appeals against such dismissals may be dealt with at the Annual General Meeting or a General Meeting at the request of the dismissed person.

4.3.11 Proper minutes will be kept of all meetings. They will be adopted at the next meeting. They are made available, upon request, to Members for scrutiny.

4.3.12 The chairperson has a deciding vote in case of an unresolved vote.

4.3.13 Since the decisions of the Management Committee are also implementations of Service's policies and decisions, they are binding on Management Committee members and employees. Should they be disregarded, disciplinary steps may be instituted after due warning has been given. Such persons may be removed from their office, relieved of their powers, lose their Membership or be dismissed from their position.

4.3.14 The Management Committee is responsible for the employment of persons in the Service according to current and acceptable labour practice and will draw up and enter into an employment contract (also defining complaint and discipline and dismissal procedures) on behalf of the Service. In case of disputes between the Management Committee and an Employee, and subject to proper disciplinary procedures, the Management Committee may enter into contracts or dismiss Employees.

4.4 THE BOARD

4.4.1 The Board is responsible for developing long term policies and planning of the Service and its task is to support the work of the Management Committee.

4.4.2 The Board is elected at the Annual General Meeting for a period of two years, corresponding to the further even year. Eligible are persons deemed suitable. They have to be nominated and elected by a two-thirds majority. They may be re-elected. The Board cannot co-opt new members. Only a General Meeting can nominate and elect Board members.

4.4.3 The Board will consist of not more than six persons and elects its own chairperson, a vice-chair and a secretary from amongst their midst. They may also create portfolios as deemed suitable and necessary (e.g. Public Relations, Fundraising, Finances, Community Relations).

4.4.4 The Board will seek a Patron for the Service, considering the recommendations of the Members in this regard. The Board will arrange with the Patron how and where the Patron will function, and over which time span, in the interest of the Service and its Aims. The Patron should be an influential person of good social and public standing who can represent the Service in various ways and constructively uses his or her influence to promote the Aims of the Service.

4.4.5 The Board should meet quarterly. Individual Board members may request special meeting of the Board. A quorum consists of a minimum of 50% of the Board members.

4.4.6 The Board will choose an executive triad that can make immediate decisions between meetings, which need to be ratified at the next Board meeting.

4.4.7 Board members may resign office in writing or be voted out of office by a two-third majority of the remaining Board members. Appeals against such dismissals may be dealt with by the Annual General Meeting or a General Meeting at the request of the dismissed person.

4.4.8 Proper minutes will be kept of all meetings. They will be adopted at the next meeting. They are made available, upon request, to Members for scrutiny.

4.4.9 The chairperson has a deciding vote in case of an unresolved vote.

4.4.10 The Hospital Board may nominate a representative to serve on the Board of Good Hope Service.

4.4.11 Other Community Organisations may be invited by the Management Committee or the Board to serve on the Board, subject to that invitation being approved at, and by, the next General Meeting.

4.5 VOLUNTEERS

4.5.1 Volunteers are persons rendering services to or on behalf of the Service without being in a contractual obligation or in a state of employment.

4.5.2 It is desirable that Volunteers be or become Members of the Service. They work with and under the supervision of the Management Committee, which arranges the details of the working relationship with the Volunteers.

4.6 EMPLOYEES

4.6.1 Employees are such persons that are in regular employment by the Service (subject to the approval of the Management Committee) and have a contract stipulating the terms and conditions of employment with the Service.

The contract will be entered in by the Management Committee on behalf of the Service.

4.6.2 Employees may become Members of the Service if they are not already. They may serve on sub-committees that are tasked to perform certain functions answerable to the Management Committee or the Board.

4.7 THE ANNUAL GENERAL MEETING

4.7.1 The Annual General Meeting (AGM) will take place once a year, not later than the end of March. The meeting must be called in advance and the Members on the List must be suitably informed of time, place and agenda. The List must always be updated so that quorum and voting rights can be clarified at all times.

4.7.2 The Annual General Meeting will, under the temporary chair of the Convenor of the Annual General Meeting, appoint its own chairperson and secretary for the duration of the meeting. The chairperson should not be the chairperson of the Management Committee or of the Board. The preparing and convening of the meeting is however the duty of the Chairperson of the Management Committee (Convenor of the Annual General Meeting).

4.7.3 The Agenda should include i.a.: Establishment of the proper calling of the Annual General Meeting or General Meeting, establishment of quorum, previous minutes, matters arising, reports of chairperson of Committee and Board respectively, financial reports and budgets, election of Management Committee and Board members as required, and other general matters.

4.7.4 For a quorum to consist a minimum of 30% of the current Members on the List need to be present. Furthermore, a minimum of 30% of the Management Committee and the Board respectively, also need to be in attendance, as part of the 30% Members on the List.

4.7.5 A General Meeting may be called for if extraordinary circumstances warrant this. It needs to follow the same procedures as laid down for the Annual General Meeting, except that it is not bound to meet annually or before the end of March of a given year. It may also choose to deal with a single agenda point only, once its calling and quorum have been satisfactorily established.

4.7.6 The Annual General Meeting cannot decide on the dissolution of the Service. This would have to be decided by a Special General Meeting convened solely for this purpose.

4.7.7 Proper minutes will be kept of all meetings. They will be adopted at the next meeting. They are made available, upon request, to Members for scrutiny.

4.7.8 The chairperson has a deciding vote in case of an unresolved vote.

5. FINANCES

5.1 The Service is financed through donations and fund-raising events.

5.2 Fundraisers may be appointed, employed and reimbursed for expenses reasonably incurred.

5.3 A bank account in the name of GOOD HOPE PSYCHOLOGICAL SERVICE will be opened. The treasurer and chairperson will have powers to sign cheques, make transfers and pay accounts on behalf of the Service. A third person may also be nominated to assist.

5.4 A treasurer will be appointed either by the Annual General Meeting or the Management Committee to take charge of the finances. The treasurer is accountable to the Committee, and reports on behalf of the Management Committee to the Annual General Meeting and if so requested, also to the Board. Quarterly and annual reports will

be given. The financial year ends on the 30 September.

5.5 The financial statements will be audited by an independent auditor.

5.6 The annual statements will also be submitted to the Director of non-profitable organisations and, if necessary, the Revenue Services.

5.7 Taxes and levies will be paid, such as are required by the State and/or other statutory bodies and local authorities.

5.8 Financial investments may only be made with registered financial institutions as listed in Article 1 of the Law on Financial Organisations, 1984.

6. CHANGES TO THE CONSTITUTION

6.1 Changes may be made to the Constitution at an Annual or General Meeting.

The changes must be properly motivated and nominated by a member of the Service at least three weeks in advance and must be submitted to the Management Committee.

6.2 The proposed changes must then be sent to the Members, together with the invitation and Agenda of the meeting in advance, and subject to standard procedures for an Annual General Meeting or General Meeting.

6.3 A two-third majority is needed to change the Constitution of the Service.

7. DISSOLUTION OF THE SERVICE

7.1 The Service can only be dissolved at a Special General Meeting, properly convened solely for that purpose.

7.2 Should there be no quorum, the Special General Meeting will adjourn and reconvene at another day and time but not more than two weeks later. That reconvened meeting shall be deemed to have a quorum irrespective of persons present and has the power to dissolve the service.

7.3 A two-third majority is required for a decision leading to the dissolution of the Service.

7.4 The assets of the Service, after the settlement of liabilities, will be transferred to an organisation that espouses similar Aims as those of the Service.

This Constitution was adopted on the 21th of may, 2007, in the Board Room of the Paarl Hospital, by the present members of the Good Hope Psychological Service, and replaces the Constitution of the 19th October 2006.