

CONSTITUTION OF GOOD NEWS SOUTH AFRICA

Version: November 2014

Table of contents

1. Name.....	3
2. Mission.....	3
3. Vision	3
4. Objectives.....	3
5. Activities.....	3
6. Areas of operation	3
7. Character of the organisation	3
8. Affiliation	3
9. Income and property.....	4
10. Legal status.....	4
11. Powers	4
12. Structure	5
13. Board meetings.....	8
14. Annual general meeting	9
15. Financial matters	11
16. Indemnity.....	12
17. Disputes	12
18. Amendments to the constitution.....	13
19. Dissolution/winding-up.....	13
20. Final provisions.....	13
21. Interpretation.....	14

1. Name

- i. The organisation hereby constituted will be called Good News South Africa.
- ii. Its shortened name will be GNZA (hereafter referred to as the organisation).

2. Mission

Building a Kingdom future for children and youth today, on the Solid Rock.

3. Vision

We are a multi-denominational organisation, that is known for its unconditional love for children and youth. We are driven by our faith in God, Jesus Christ and the Holy Spirit to bring the Good News. Together with local communities, churches, schools and other organisations, we want to build a stable generation that is willing to make choices based on their faith in God, to build a hopeful future.

4. Objectives

- i. The children and young people the organisation works with will be known as people who have a positive influence on their environment, spiritual, as well as social.
- ii. The children and young people the organisation works with share their faith in Jesus Christ with their peers by actions and by mouth.
- iii. These actions will change their communities.
- iv. The attitude of despondency and apathy in the communities will transform into an active, hopeful attitude, based on God's guidance.

5. Activities

To achieve the objectives, the organisation performs the following activities:

- i. Bible Lessons at primary schools and high schools.
- ii. Kings Kids, a recurring kids party.
- iii. Vakansie Kings Kids, a multiday kids event in school holidays.
- iv. Life Skills trainings.
- v. Informal contact with people from the communities the organisation works in.
- vi. Programs for children and youth in churches.
- vii. Any other activity that supports the mission and vision of the organisation.

6. Areas of operation

The main areas of operation are the rural areas in the Knysna local Municipality.

7. Character of the organisation

The organisation is a non-profit, voluntary association.

8. Affiliation

The organisation is not affiliated to any other organisation, but is willing to work together with other organisations when they strengthen and support its objectives.

9. Income and property

- i. The organisation will keep a record of everything it owns.
- ii. The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- iii. An employee of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation.
- iv. Members or office bearers of the organisation do not have rights over things that belong to the organisation.

10. Legal status

The organisation as a corporate body shall:

- i. Exist in its own right, separately from its members and office bearers.
- ii. Continue to exist even when its membership changes and there are different office bearers.
- iii. Be able to own property and other possessions.
- iv. Be able to sue and be sued in its own name.

11. Powers

The organisation, acting through the management, shall have all the powers necessary for it to carry out its stated objectives effectively. More specific, the management has the following powers:

- i. To raise funds in the name of the organisation.
- ii. To buy, hire or exchange for any property that it needs to achieve its objectives.
- iii. To employ any person, to manage or assist in the management of any of the objectives of the organisation, and to remunerate such employee from funds administered by the organisation, including traveling and other expenses which may necessarily be incurred by such employee.
- iv. To appoint an agent or agents to represent them for any specific purpose, including the power to employ accountants, attorneys, advocates and other professional persons for any specific purpose and to remunerate such persons at the usual professional or business rates.
- v. To make by-laws for proper management.
- vi. To decide on the powers and functions of other office-bearers.
- vii. To establish and publish a public newsletter.
- viii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the organisation or its officers, or otherwise, concerning the affairs of the organisation.
- ix. To open bank accounts, take decisions on the expense of the capital and manage the financial matters of the organisation.
- x. To invest the capital amount and also such income from the organisation which may not be immediately required for the purposes of the organisation, in such manner as they may think fit and to realize, vary and transpose any securities, assets, investments and property from

time to time and at such times as they in their sole discretion shall determine or consider to be in the best interests of the organisation.

- xi. To allow any person to make use of any property belonging to the organisation, free of charge or charging a fee to cover the running costs.
- xii. To take any other action that is expedient to carry out its stated objectives, as long as these actions are not against the law or the constitution.

12. Structure

- i. The organisation shall be managed by a management committee, consisting of at least two natural persons. The management committee holds ultimate responsibility for the day-to-day management and represents and looks after the interests of the organisation in the broadest sense.
- ii. The duration of the service of the members of the management committee will be described in the standing orders.
- iii. The management committee will meet at least eight times a year.
- iv. The management committee will take decisions unanimously.
- v. The quorum necessary for the transaction of any business by the management committee shall be more than 50% of the members of the management committee at any given time.
- vi. Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be given to management committee members as soon as possible afterwards, but at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee.
- vii. All employees and volunteers of the organisation have to abide by decisions that are taken by the management committee.
- viii. The management will give solicited and unsolicited advice to the board.
- ix. The management shall, upon request or on its own initiative, furnish the board in a timely manner with the information and data needed by the board for the proper performance of its duties.
- x. Without prejudice to the other provisions of this constitution and within the scope of the principles and objectives of the organisation, the management shall require the prior approval of the board for resolutions:
 - a. to amend or for additions to the constitution;
 - b. to amend or for additions to the standing orders;
 - c. to effect a merger, a split-up or a split-off;
 - d. to dissolve the organisation;
 - e. to present a petition for winding up and to apply for court protection from creditors (moratorium);
 - f. to incorporate a new legal entity and to adopt the constitution of such legal entity;

- g. to appoint authorised signatories or otherwise to grant general or limited power to represent the organisation for an limited or unlimited amount of time, and to revoke or amend the powers granted;
 - h. to buy or hire valuable property that is not fully covered by the budget;
 - i. to change the organisation's banks and to grant and raise loans, with the exception of drawdowns under an overdraft or loan facility granted to the organisation by the board.
 - j. to invest funds;
 - k. on the amount of financial reserves;
 - l. to conclude agreements by which the organisation binds itself as a surety or guarantor or as joint and several debtor, warrants performance by a third party or guarantees a third-party debt;
 - m. to establish the vision, long-range budget estimate and the long-term policy plan, including the volunteers and communication policy;
 - n. to establish the annual budget and the annual operation plan, including the fundraising and fund allocation plans;
 - o. to make major changes to the annual operational plan or the long-term policy plan;
 - p. to adopt the financial statements;
 - q. on the structure of the assessment and decision-making process with respect to the allocation of funds;
 - r. on the internal control structure of the organisation and the timely identification, control and management of risks;
 - s. on the general terms and conditions of employment of the employees and volunteers;
 - t. to establish or terminate long-term collaborative relationships with or to participate in other legal entities;
 - u. to conduct legal proceedings in any capacity, with the exception of resolutions with respect to debt-collection proceedings and the taking of protective and urgent measures;
 - v. to establish or change the supervision charter, the management committee, the information charter or the complaints procedure;
 - w. that have an significant impact on the operations of the organisation in any other manner.
- xi. The affairs of the organisation shall be controlled by the board. The board shall be formed by at least five and at most nine natural persons, and shall have an odd number at all times. Subject to the terms of this constitution and to the resolutions of members in General Meeting, the board may exercise all the powers of the organisation.
 - xii. The board shall also assist the management committee with advice.
 - xiii. The board shall have fiduciary responsibility of the organisation, based on common law.

- xiv. Only persons who are Christians in an active way, endorse the constitution and subscribe to the values and principles of GNZA will be considered to be appointed as board.
- xv. The members of the board shall be unconnected.
- xvi. The members of the board must be balanced in terms of specialist expertise, age, sex and place of residence.
- xvii. Board members shall become members of the organisation.
- xviii. The membership of the organisation shall be those persons whose names and signatures appear on the Membership Register of the organisation. There shall be no less than 5 members at any time.
- xix. Board members cannot be employees or volunteers of the organisation.
- xx. Board members cannot be director, founder, incorporator, shareholder, supervisor or employee of an entity to which the organisation grants (significant parts of) the funds its raising.
- xxi. The board shall make every effort to avoid any kind of conflict of interest between the organisation and the members of the board.
- xxii. Members inform the board of any outside positions they hold. The acceptance of the board shall be required for the acceptance of any paid or unpaid outside positions that may be incompatible with the principles or interests of the organisation.
- xxiii. The membership of the board shall comprise:
 - a. the Chairperson;
 - b. the Vice-Chairperson;
 - c. the Treasurer;
 - d. the Secretary;
 - e. one or more ordinary members.
- xxiv. The role of Vice-Chairperson can be occupied by the treasurer or the secretary.
- xxv. Board members shall be elected at the annual general meeting. Members of the organisation may nominate people for the board. Once nominated individuals have indicated their willingness to serve on the board, members of the organisation will vote on the nomination(s). If there are more nominations than the number of board positions available, the nominee(s) with the most votes will be elected.
- xxvi. It is allowed for one to submit an open application for membership of the board.
- xxvii. It is allowed for the board to reject an open application.
- xxviii. Nominations shall be submitted to the secretary in writing at least 14 days before the annual general meeting, accompanied by a letter of acceptance of nomination in case the candidate is nominated by a member of the board.
- xxix. Board members are elected for a two years period, after which they can be re-elected two times.
- xxx. If a board member provides extraordinary merits to the organisation, he or she can have an extra term of two years, but only if the whole board is in favour of such. This can happen repeatedly.

- xxxi. To prevent the whole board has to step back after six years, one member of the first existing board shall step back after two years and two other members of the first existing board shall step back after four years.
- xxxii. If the retirement schedule mentioned above is disturbed by a board member who gets (an) extra term(s), the board will prepare an appropriate new retirement schedule.
- xxxiii. If a board member retires, he or she cannot be re-elected to the board for a period of two years.
- xxxiv. The position of a board member shall be vacated if the board member:
 - a. resigns;
 - b. becomes unfit or incapable for acting or dies;
 - c. becomes employed (paid or unpaid) by the organisation;
 - d. would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a board member;
 - e. contravenes the constitution of the organisation in such a way that the organisation as a whole or the image of the organisation was damaged;
 - f. has reached the age of seventy in the finished period;
 - g. is forced to do so by a resolution that is passed at a meeting of the board, specially convened for that purpose, which resolution must be passed by unanimous vote minus one.
- xxxv. If board members become connected, for example by marriage, one of the newly connected board members shall step back.
- xxxvi. Vacant positions shall be filled in the next board meeting, or as soon as reasonably possible.
- xxxvii. The board may delegate any of its powers to any of its members, an agent, 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 board on a regular base.
- xxxviii. The board may appoint a chief executive officer and other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

13. Board meetings

- i. The board shall meet whenever deemed necessary by the chair or two other members or the management committee, subject to a minimum of three meetings a year.
- ii. Notice of the date, time and place of the holding of the meeting shall be sent by the chairman of the board to all members, by a conventional mean, at least 21 days prior to the meeting. The notice shall also state the business to be transacted at the meeting, in broad terms.
- iii. The accidental failure to deliver the notice mentioned above to the members, will not invalidate the happening or the proceedings of the meeting.

- iv. The quorum necessary for the transaction of any business by the board shall be 50% plus 1 of the board members serving at any given time.
- v. Minutes of all meetings must be kept safely and always be on hand for members to refer too.
- vi. If the chairperson does not attend a meeting, then the vice-chairperson of the board will chair that meeting. If the chair and vice-chair are not present, the board members who are present need to choose which one of the members will chair that meeting. This must be done before the meeting starts.
- vii. At meetings each member shall have one vote.
- viii. Should a member be absent, he/she may vote by proxy providing a written mandate to the secretary prior to the meeting. The secretary shall report at the start of the meeting which member(s) will vote for (an)other member(s).
- ix. If there is decided to answer a question by vote, the question shall be decided by a majority of votes.
- x. Members may vote orally, by raising a hand or by closed ballot papers. The manner in which members vote shall be determined by the chairperson during the meeting and can vary every time there has to be voted.
- xi. There shall not be voted by ballot paper if more than one third of the votes is done by proxy.
- xii. In case of an equality of votes, the chairperson shall decide to wait until all members reach an agreement that is in favour of and in the best interest of the organisation and its objectives. If such an agreement is not reached, the topic should be considered at the next meeting of the board.
- xiii. All relevant documents for discussion during meeting will be sent out 7 days prior to the meeting.
- xiv. A resolution signed by all members of the board shall be as valid as if passed at a duly convened meeting of the board.
- xv. The management committee shall attend the meetings of the board, unless the board determines that a meeting is a closed meeting.
- xvi. The management committee shall have an advisory role in the decision-making process.
- xvii. All decisions of the board shall be subject to prior consultation with the management of the organisation.
- xviii. If the board decides to go against the advice of the management, they have to give an argued motivation for doing so.
- xix. The proceedings of the committee shall be valid notwithstanding any temporary vacancy in the committee.

14. Annual general meeting

- i. The annual general meeting must be held at least once every year, towards the end of the organisation's financial year.
- ii. At the annual general meeting, members exercise their right to determine the policy of the organisation.

- iii. Notice of the date, time and place of the holding of the annual general meeting shall be sent by the chairman of the board to all members of the organisation, by a conventional mean, at least 28 days prior to the meeting. The notice shall also state the business to be transacted at the meeting, in broad terms.
- iv. The accidental failure to deliver the notice mentioned above to the members, will not invalidate the happening or the proceedings of the meeting.
- v. The organisation shall deal with the following business at the annual general meeting:
 - a. to determine the agenda for the meeting;
 - b. to register attendance;
 - c. to consider and accept the minutes of the previous annual general meeting and any special general meeting that may be held since the previous annual general meeting;
 - d. the presentation and adoption of the annual report;
 - e. the consideration of the annual financial statements;
 - f. the election of members to serve on the board the following year (if necessary);
 - g. the appointment of auditors;
 - h. changes to the constitution and/or to the standing orders, if all the requirements for such amendments are met;
 - i. all other matters that may be considered as appropriate;
 - j. general;
 - k. closing.
- vi. There shall be a quorum of 75% whenever an annual general meeting is held.
- vii. The board or the management may call a special meeting if the need arises due to urgent matters pertaining to the organisation. They must notify the other members of the special meeting not less than 7 days before it is to take place, unless such a term is not reasonable due to the urgency of the matter(s). They must also inform the members which matters will be discussed at the meeting in the form of an agenda.
- viii. In case of a special meeting, there shall be a quorum of 66%.
- ix. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to a date, time and place to be decided by the chairman of the meeting. That date shall be within a reasonable time, and at least within 28 days from the date initially stated.
- x. Minutes of all meetings must be kept safely and always be on hand for members to refer to.
- xi. If the chairperson does not attend a meeting, then the vice-chairperson of the board will chair that meeting. If the chair and vice-chair are not present, the board members who are present need to choose which one of the members will chair that meeting. This must be done before the meeting starts.
- xii. Each registered member is entitled to one vote at an annual general meeting.
- xiii. Should a member be absent, he/she may vote by proxy providing a written mandate to the secretary prior to the meeting. The secretary shall report at the start of the meeting which member(s) will vote for (an)other member(s).

- xiv. If there is decided to answer a question by vote, the question shall be decided by a majority of votes, unless otherwise stated in the constitution (by example when a two third majority is needed).
- xv. Members may vote orally, by raising a hand or by closed ballot papers. The manner in which members vote shall be determined by the chairperson during the meeting and can vary every time there has to be voted.
- xvi. There shall not be voted by ballot paper if more than one third of the votes is done by proxy.
- xvii. In case of an equality of votes, the chairperson shall decide to wait until all members reach an agreement that is in favour of and in the best interest of the organisation and its objectives. If such an agreement is not reached, the topic should be discussed at the next meeting of the board.
- xviii. All relevant documents for discussion during the annual or special meeting will be sent out 14 days prior to the meeting, except when such is not reasonable due to the urgency of an issue.
- xix. A duly convened annual general meeting is competent to carry out all the objectives and to exercise all the powers of the organisation as set out in this constitution.

15. Financial matters

- i. The assets of the organisation consist of and are obtained from:
 - a. the foundations capital;
 - b. donations and assets inherited or received as a bequest of legacy;
 - c. gifts, collections and offertories, contributions by supporters, donations, grants and subsidies;
 - d. the fruits generated by the assets;
 - e. payments for services provided or deliveries made;
 - f. any other income and revenue.
- ii. Donations, assets inherited or received as a bequest of legacy, collections and offertories, contributions, gifts, grants and subsidies may be accepted only if they are not conditional upon the fulfilment by the organisation of certain requirements as a result of which the organisation would be forced to act in contravention of its principles and objectives.
- iii. The organisation may accept inheritances only without liability for debts beyond the assets inherited (under benefit of inventory).
- iv. The financial year end of the organisation will be at the last day of February each year.
- v. Within nine months after the end of its financial year, annual reports (a narrative report, annual financial statement and an accounting officer's report) including any changes to the organisation's constitution, physical address and office bearers will be submitted to the Non-profit Organisations Directorate.
- vi. An external accountant shall be appointed to audit and check the finances of the organisation.

- vii. The organisation has bank accounts for the provision of financial transactions to be made for GNZA and all its projects.
- viii. The board shall ensure that the organisation keeps proper records and books of account which fairly reflect the affairs of the organisation.
- ix. The management of the organisation and the chairperson and treasurer of the board will determine the management of the funds and decide on the budget plan.
- x. If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.
- xi. The organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organisation can go to different banks to seek advice on the best way to look after its funds.

16. Indemnity

- i. Subject to the provisions of any relevant statute, members of the board and other office bearers shall be indemnified by the organisation for all acts done by them in good faith on its behalf. It shall be the duty of the organisation 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 organisation.
- ii. Subject to the provisions of any relevant statute, no member of the board and or other office bearer of the organisation 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 organisation, 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.

17. Disputes

- i. In the event of a serious disagreement between the members of the board and/or the organisation regarding the interpretation of this constitution or the standing orders then any board member and/or any member of the organisation shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the board.
- ii. The board shall consider such declaration within two weeks of receiving it. Should the board 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.
- iii. Should the dispute be referred to a mediator, the person(s) declaring the dispute and the board must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- iv. 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 board may mutually agree.

- v. 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.
- vi. 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.
- vii. The arbitrator may base her/his reward not only upon the applicable law but also upon the principles of equity and fairness.
- viii. The person(s) declaring the dispute and the board, 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.
- ix. 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.

18. Amendments to the constitution

- i. The constitution can be changed by a resolution. Amendments of or additions to the constitution shall only be made by a 66% majority decision of the board present at the annual or special meeting.
- ii. Two thirds of the members shall be present at a meeting before a decision to change the constitution is taken. Any meeting may vote upon such a notion, if the details of the changes are set out in a written notice.
- iii. A written notice must go out not less than fourteen 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.
- iv. No amendments may be made which would have the effect of making the organisation cease to exist.

19. Dissolution/winding-up

- i. The organisation may close down if at least 75% of the members present at a meeting convened for the purpose of considering such a matter, are in favour of closing down.
- ii. Not less than 21 days' notice shall be given of such meeting and shall clearly state that the question of dissolution of the organisation and disposal of its assets will be considered.
- iii. If the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it shall not be paid or given to members of the organisation. It shall be given in some way to another non-profit organisation(s) that ha(s)(ve) similar objectives. The organisation's general meeting can decide what organisation(s) this shall be.

20. Final provisions

- i. The management of the organisation shall adopt standing orders containing more detailed provisions concerning the matters covered by this constitution, as well as the organisation and activities appropriate to the achievement of the organisation's objectives. Those

standing orders may not contain any provisions of conflict with the law or this constitution, and shall require the approval of at least 66% of the board.

- ii. The standing orders shall also describe a written procedure that must be followed if a complaint is filed by an interested party.
- iii. Amendments of or additions to the standing orders shall only be made by a 66% majority decision of the board present at the annual, special or regular meeting.
- iv. Two thirds of the members shall be present at a meeting before a decision to change the standing orders is taken. Any annual, special or regular meeting may vote upon such a nation.
- v. The management committee shall decide in all cases not provided for by this constitution or the standing orders and additional by-laws, if necessary subject to prior consultation with the board.

21. Interpretation

- i. The factual results of percentages used for quorums shall always be levelled up. By example, a quorum of 66% of a board consisting of five people, will result in quorum of four people.
- ii. Singular words, unless otherwise requires, shall be deemed to import the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.
- iii. In case of doubt or dispute as to the meaning and interpretation of any of the provisions of this constitution, or the standing orders and additional by-laws made by the board or the management committee, from time to time the decision made shall be binding upon the members of all classes, subject to any resolution of a general or special meeting of the organisation thereon.
- iv. Reference to the Income Tax Act or any other Act including inter alias the Non-Profit Organisations Act, the Public Finance Management Act, the Financial Institutions Amendment Act and the Stock Exchanges Control Act, shall, if the applicable Act be replaced by any other statute, be construed as a reference to the statute or statutes from time to time in force, and any reference to any provision of those Acts shall be construed as a reference to such provision as modified or re-enacted by any statute for the time being in force.