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**CONSTITUTION  
OF  
THE SOCIAL JUSTICE COALITION**

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*This version of the SJC Constitution was adopted at the SJC's Annual General Meeting held on 1 September 2012 in Khayelitsha.*



## Introduction

This version of the SJC Constitution is the result of the constitutional amendment resolutions of the SJC's Annual General Meeting held on 2 July 2011, and the consultation process that was held throughout 2012. Through workshops and branch meetings, members read and discussed the various drafts in order to provide feedback and come to consensus on many of the key issues which the amendments dealt with. This final version represents the changes made to the drafts based on feedback received from branches, and was adopted by members at the AGM held in Khayelitsha on 1 September 2012.

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## **CHAPTER 1: NAME OF THE ORGANISATION**

- 1.1. The name of the Organisation is the Social Justice Coalition (referred to as the SJC or the Organisation hereafter).

## **CHAPTER 2: LEGAL STATUS**

- 2.1 The SJC is a voluntary, non-profit organisation. It is a body corporate with its own legal identity that is separate from its members. It shall continue to exist even if the Members change. It may own property, enter into contracts, and sue or be sued in its own name.
- 2.2 The SJC (the Organisation, not its individual Members) alone is liable for its debts and commitments.
- 2.3 The SJC is a registered Non Profit Organisation with registration number 067-689-NPO and is a registered S18A (1)(a) Public Benefit Organisation with Exemption number 930 031 506.

## **CHAPTER 3: DEFINITIONS**

*SJC Member:* Any natural person who is fourteen years of age or older at the time of application who has been duly accepted as a Member in terms of Chapter 6.

*SJC Supporter:* Any natural person who actively supports the SJC's work, and subscribes to the vision and objectives of the Organisation, but who does not reside in an area where a branch is available to join.

*SJC Branch:* A branch of the SJC as established in terms of Chapter 8.

*Executive Council (EC):* The highest representative, decision making body of the Organisation between AGMs established in terms of Chapter 10.

*SJC Secretariat:* The elected body tasked with overall political leadership of the Organisation established in terms of Chapter 11.

*Chairperson's Forum (CF):* A forum tasked with planning branch-level activities and reporting established in terms of Chapter 13.

*CF Secretariat:* The elected leadership body of the CF as established in terms of Chapter 13.

*Branch Secretariat:* The elected leadership of an individual SJC Branch as established in terms of Chapter 8.

*House Meeting:* A weekly meeting of SJC Supporters in a location without an SJC Branch that meets for at least three months prior to application for official Branch status.

## **CHAPTER 4: VISION AND MISSION**

- 4.1 The advancement of social justice through campaigns for safe, healthy, and dignified communities where the constitutional rights to life, dignity, equality, freedom, and safety are made tangible in the lives of all people, but especially those living in informal settlements.

## **CHAPTER 5: OBJECTIVES**

- 5.1 To organise people of all backgrounds to address crime, corruption, poor service delivery, unemployment, homelessness, ill-health, hate crimes, and unequal and poor education.
- 5.2 To promote awareness of rights and the utilization of these rights to hold government accountable.
- 5.3 To build a grassroots movement which campaigns non-violently for government to design and implement policies that redress the imbalances of the past and reduce inequality and poverty.
- 5.4 To build a movement of individuals united across the divisions of race, gender, class and nationality dedicated to building active citizenship.
- 5.5 To uphold the rights in our Constitution that the Constitutional Court and the judiciary have upheld since the advent of democracy in 1994.
- 5.6 To use community organizing, petitions, protest, education, litigation, partnership, media, parliament and the courts to advance the agenda of the SJC.
- 5.7 To campaign for improved access to basic services for everyone, particularly those living in poor and working class communities.
- 5.8 To advocate for the delivery of services and infrastructure through meaningful engagement and cooperation between affected communities and government.

## **CHAPTER 6: MEMBERS**

- 6.1 There are two categories of Membership in the SJC, namely SJC Members and SJC Supporters.
- 6.2 As a democratic, grassroots movement, SJC Members form the foundation of the organization and are ultimately responsible for guiding its strategic direction through the AGM and representatives at EC.
- 6.3 SJC Members subscribe to the values, vision, and objectives of the Organisation and as such serve as ambassadors of the Organisation.
- 6.4 SJC Members play an active role in their branches and the Organisation more broadly, participate in organisational activities, engage in political discussion, play an

active role in realizing the vision and objectives of the Organisation in their communities, and participate in local community and leadership forums.

- 6.5 Members of the SJC include any natural person who is fourteen years of age or older at the time of application and has been duly accepted as a member by:
- 6.5.1 Completing and signing the membership application form and agreeing to uphold the organisation's vision, values, objectives, and disciplinary code.
  - 6.5.2 Paying the stipulated annual membership fee, as set by the AGM.
  - 6.5.3 Joining a branch.
- 6.6 Management shall maintain an up to date register of SJC Members.
- 6.7 An SJC Supporter is any natural person who actively supports the SJC's work, and subscribes to the vision and objectives of the Organisation, but who does not reside in an area where a branch is available to join.
- 6.8 An SJC supporter does not have the same rights as an SJC Member. An SJC Supporter is not part of a Branch, does not have voting rights within the Organisation, and does not partake in Branch or Organisational activities that are ordinarily undertaken by SJC Members, other than events or activities which are attended by the general public.
- 6.9 An SJC Supporter may become an SJC Member if circumstances change so that he/she fulfills the requirements as set out in 6.5.

## **CHAPTER 7: TERMINATION OF MEMBERSHIP**

- 7.1 Membership terminates upon the death of an individual.
- 7.2 A member may resign in writing his/her membership at any time.
- 7.3 A member may be removed from the Organisation after having been subject to a disciplinary hearing by a Disciplinary Committee established for misconduct with respect to the procedures outlined in Chapters 17 and 18.
- 7.4 If a Branch closes and the Member does not transfer membership to another Branch before the following annual membership fee is due by the Member, that Membership shall terminate. The CF should assist Branch Members with transferral as soon as possible after dissolution of a Branch.

## **CHAPTER 8: BRANCHES**

- 8.1 The establishment of a branch may be approved by EC providing that it:
- 8.1.1 Has been a House Meeting for a minimum of three months.

- 8.1.2 Has ten or more founding SJC Supporters at the time of application.
  - 8.1.3 Has fulfilled the branch accreditation procedures by submitting: Membership forms on behalf of its proposed members and a branch registration application form.
  - 8.1.4 Is deemed to be within the bounds of the Organisation's available budget giving due consideration to the costs of opening and maintaining new branches. Advice from the General-Secretary (GS) should be taken on this matter.
  - 8.1.5 Is deemed to be in line with the Organisation's objectives and the Organisation's human resources capacity to pursue its objectives given the additional capacity required to open and maintain new branches. Priority will be given for the establishment of branches in areas where no nearby branches are operating.
- 8.2 If a proposed branch has complied with 8.1 EC may approve the establishment of the branch, but is not compelled to do so should other factors be required to be taken into account when making the decision.
- 8.3 Each branch shall elect a Branch Secretariat consisting of the following positions: A Chairperson, a Deputy-Chairperson, a Secretary, and a Deputy-Secretary. In addition, the branch may co-opt up to two additional members to the Branch Secretariat.
- 8.4 The Branch Secretariat shall be made up at least fifty per cent females.
- 8.5 Branches must meet weekly, unless unforeseen circumstances prevent them from doing so. A branch meeting is only constituted as such should there be ten or more registered members of that branch present.
- 8.6 Members shall join the Branch closest to where they live.
- 8.7 A branch may be dissolved by resolution of EC on having received the report of an ad-hoc committee set up for the purpose of this assessment given that the report makes the recommendation to dissolve.
- 8.8 Any of the following shall warrant the appointment of an ad-hoc committee with respect to the possible dissolution of a Branch:
- 8.8.1 It fails to meet as stipulated.
  - 8.8.2 It is deemed to be contrary to the objectives of the Organisation with respect to available financial and human resources to maintain the branch, and/or with respect to the campaigns and organisational strategy of the Organisation in general.
  - 8.8.3 It provides written notice to the Secretariat of its wish to dissolve signed by at least four members of the Branch Secretariat after having passed a resolution at a properly constituted Branch meeting.

## **CHAPTER 9: ROLES AND RESPONSIBILITIES OF BRANCH SECRETARIAT**

### **9.1 The Branch Chairperson's duties include:**

- 9.1.1 To be responsible for convening and chairing Branch meetings, and offering ongoing support and advice to the branch.
- 9.1.2 To represent the Branch at EC and CF.

### **9.2 The Branch Deputy-Chairperson's duties include:**

- 9.2.1 To represent the Branch at EC.
- 9.2.2 The Deputy-Chairperson chairs the Branch in the absence of the Branch Chairperson.
- 9.2.3 To provide support to the Branch Chairperson in fulfilling his/her duties and responsibilities.

### **9.3 The Branch Secretary's duties include:**

- 9.3.1 To support all Branch programmes and ensure that it develops plans in accordance with guidance from the CF.
- 9.3.2 To represent the Branch at CF.
- 9.3.3 To call for and notify members of Branch meetings, and ensure that minutes at those meetings are taken.

### **9.4 The Branch Deputy-Secretary's duties include:**

- 9.4.1 To support the Branch Secretary in his/her work.
- 9.4.2 To undertake duties of the Branch Secretary when appropriate and/or when he/she is unavailable to undertake the tasks.

## **CHAPTER 10: EXECUTIVE COUNCIL**

### **10.1 The EC is the highest decision making body in the organization between AGMs.**

### **10.2 The EC's duties include the following:**

- 10.2.1 To provide strategic guidance and direction to the Organisation as a whole.
- 10.2.2 To evaluate organisational outcomes and provide oversight with regard to those outcomes. EC is responsible for oversight of the Secretariat. It may delegate any power to the Secretariat based on report backs and continued oversight.

- 10.2.3 To discuss recommendations from the Secretariat and the Management Committee and transform those recommendations where appropriate into organisational policy and/or action.
  - 10.2.4 To approve and support the establishment of new branches.
  - 10.2.5 To act on the recommendation of a Disciplinary Committee or any other Committee as and when is required.
  - 10.2.6 To approve the budgetary and fundraising strategies.
  - 10.2.7 To set organisational policy and to set the campaign strategy in line with this policy.
- 10.3 The EC consists of the elected Chairpersons and Deputy Chairpersons from each branch, as well as the Secretariat.
- 10.4 The EC meets at a minimum quarterly, but can be assembled more regularly for urgent matters.
- 10.5 A meeting of EC is convened by the Chairperson and notice of the meeting is provided to all branch Chairpersons and the Secretariat by the GS.
- 10.6 Removal of EC Members shall be undertaken with respect to this Constitution's stated disciplinary procedures in Chapters 17 and 18.
- 10.7 The GS may invite a non-EC member to attend an EC meeting only should s/he be required to provide a report to EC on an organisational matter.
- 10.8 Minutes shall be taken at all EC meetings and the set of minutes of a meeting shall be adopted at the following EC meeting should there be no objections raised. The minutes shall be signed by two Secretariat Members.

## **CHAPTER 11: SECRETARIAT**

- 11.1 The Secretariat is made up of:
- 11.1.1 The elected office-bearers: Chairperson, Deputy-Chairperson, General-Secretary, Deputy General-Secretary, and Treasurer.
  - 11.1.2 A representative of the Management Committee appointed by the Secretariat who sits as an ex-officio member on the Secretariat representing Management.
  - 11.1.3 Up to two additional persons who may be co-opted by EC if expertise or skills are required that further the objectives of the Organisation.
- 11.2 Election of office bearers shall occur at every second AGM known as an elective AGM.

- 11.3 Elected office bearers may not be employed by the Organisation unless otherwise specified by this Constitution.
- 11.4 In line with the strategic priorities and effective leadership of the Organisation, the Secretariat shall take adequate steps to design a transitional arrangement whereby the GS and one other Secretariat Member become full time employed positions in the Organisation. This modified structure should come into being at the next Elective AGM in 2013.
- 11.5 The election of office bearers is undertaken with care to promote gender representivity. For this reason, the Chairperson and GS positions are allocated by the EC at the start of the nominations process prior to each election according to a 50/50 gender allocation. The Secretariat as a whole shall be at least fifty per cent female.
- 11.6 The election of the Secretariat shall take place through majority vote whereby each Branch Chairperson shall publicly vote for each representative. The Branch Chairperson shall vote based on the consensus of their Branch as reached through a nominations process at Branch level.
- 11.7 The election shall be run by a reputable organisation nominated by the EC and overseen by at least two election monitors from a separate organization nominated by the EC.
- 11.8 Other than ex-officio members, each member of the Secretariat has equal voting rights within the Secretariat. In order to pass resolutions, a Secretariat meeting must have a quorum and comply with the general procedures set out in Chapter 21.
- 11.9 The Secretariat is tasked with overall political leadership in support of the Management Committee. It guides, supports and directs the policy and strategy of the SJC and reports to the EC on its mandates. It sets out the programmatic and strategic priorities based on guidance from the EC and AGM.
- 11.10 The Secretariat shall meet at a minimum quarterly, but meetings may be convened more often if necessary.
- 11.11 The office of a Secretariat Member shall be vacated if:
- 11.11.1 The Member resigns.
  - 11.11.2 A Disciplinary Committee finds the Member unfit or incapable of fulfilling his/her duties as specified by this Constitution.
  - 11.11.3 A Disciplinary Committee finds the Member guilty of gross misconduct as specified by this Constitution.
- 11.12 The EC may remove the Member through a resolution adopted by EC after having been subject to a disciplinary hearing through the processes outlined in Chapters 17 and 18.
- 11.13 Should an elected position become vacant prior to the AGM, the EC may co-opt a person to that position until the following elective AGM that takes place every two

years, through a resolution adopted by EC. This co-option must take place within eight weeks of the position having become vacant.

- 11.14 The Secretariat may delegate programmatic decisions to the Management Committee or appropriate Staff where appropriate or necessary.

## **CHAPTER 12: ROLES AND RESPONSIBILITIES OF SECRETARIAT MEMBERS**

### **12.1 Chairperson**

12.1.1 The Chairperson is responsible for convening and chairing Secretariat and EC meetings as well as the AGM, ensuring consistent principles and processes of organisational governance, and offering ongoing support and advice to the EC, the Secretariat and the leadership of SJC generally.

12.1.2 The Chairperson shall present the Chairperson's Report at the AGM.

### **12.2 Deputy-Chairperson**

12.2.1 The Deputy-Chairperson provides support to the Chairperson in fulfilling his/her duties and responsibilities. The Deputy-Chairperson chairs Secretariat and EC meetings in the absence of the Chairperson.

### **12.3 General-Secretary**

12.3.1 The GS is the primary political representative of the Organisation.

12.3.2 S/he supports all SJC programmes and ensures that they develop policies and plans in accordance with SJC AGM and EC resolutions, as well as the Constitution of the Organisation.

12.3.3 The GS must be integrally involved in the development and approval of plans, reports, and oversight without taking direct line management responsibility.

12.3.4 The GS reports to the Secretariat and EC.

12.3.5 The GS is responsible for calling and notifying Secretariat and EC meetings, ensuring that minutes at those meetings are taken and adopted at the following meeting respectively.

### **12.4 Deputy General-Secretary**

12.4.1 The DGS reports to the GS, the Secretariat and the EC on organisational development and targets, as well as management of the SJC.

12.4.2 The DGS supports the GS in his/her work.

12.4.3 The DGS may be called upon to undertake duties of the GS when

appropriate and when the Chairperson or Deputy-Chairperson is unavailable to undertake the tasks.

## 12.5 Treasurer

- 12.5.1 The Treasurer provides oversight in budgeting, fundraising, expenditure and financial systems, and reports to the Secretariat and EC. The Treasurer does not undertake a Management role in any of these areas, but rather provides oversight to Management's duties with respect to these areas.
- 12.5.2 The Treasurer may act on behalf of the Organisation with respect to donor liaison without undertaking a Management role in this respect.
- 12.5.3 The Treasurer ensures that the Secretariat appoints a reputable auditing firm to undertake the annual audit and provide the Organisation with its annual financial statements
- 12.5.4 The Treasurer is responsible for presenting the Financial Report at the Organisation's AGM.

## CHAPTER 13: CHAIRPERSON'S FORUM

- 13.1 The CF is a forum tasked with planning branch-level activities and reporting.
- 13.2 The CF is a space for branches to coordinate and receive updates on campaign progress from the SJC Community Advocates and other staff. Coordination is important and this is the space for briefings on upcoming events, campaigns and activities.
- 13.3 The CF does not take an oversight role or take broader strategic or organisational decisions.
- 13.4 The CF consists of the following:
  - 13.4.1 The Chairperson and Secretary of each SJC Branch.
  - 13.4.2 The SJC's Community Advocates.
  - 13.4.3 Any other member of staff may attend CF as and when is deemed necessary in order to provide reports to, or facilitate discussion in, the CF.
- 13.5 The CF shall annually elect a CF Secretariat consisting of: A Chairperson, Deputy-Chairperson, Secretary, and Deputy-Secretary.
- 13.6 The CF election of office bearers is undertaken with care to promote gender representivity. The CF Secretariat shall be made up at least fifty per cent females.
- 13.7 The election of the CF Secretariat shall take place by majority vote at a CF meeting through a secret ballot.

- 13.8 Should a CF Secretariat position become vacant prior to the end of the term, the CF may elect to co-opt a person to the CF Secretariat until the following CF Secretariat election.
- 13.9 The office of a CF Secretariat Member shall be vacated if:
- 13.9.1 The Member resigns
  - 13.9.2 A Disciplinary Committee finds the Member unfit or incapable of fulfilling his/her duties as specified by this Constitution.
  - 13.9.3 A Disciplinary Committee finds the Member guilty of gross misconduct as specified by this Constitution.

#### **CHAPTER 14: ROLES AND RESPONSIBILITIES OF CF SECRETARIAT**

- 14.1 The CF Chairperson's duties include:
- 14.1.1 To be responsible for convening and chairing CF meetings, and offering ongoing support and advice to the CF and branches.
- 14.2 The CF Deputy-Chairperson's duties include:
- 14.2.1 To provide support to the CF Chairperson in fulfilling his/her duties and responsibilities. The Deputy-Chairperson chairs the CF in the absence of the Chairperson.
- 14.3 The CF Secretary's duties include:
- 14.3.1 To be the primary representative of CF to other SJC leadership structures.
  - 14.3.2 To support all SJC programmes and ensure that it develops policies and plans in accordance with guidance from the EC.
  - 14.3.3 To be integrally involved in the development and approval of plans, and reports with respect to Branch coordination and activities.
  - 14.3.4 To report to the CF and the EC.
  - 14.3.5 To call for and notify members of CF meetings, ensure that minutes at those meetings are taken and adopted at the following meeting respectively.
- 14.4 The CF Deputy-Secretary's duties include:
- 14.4.1 To report to the CF Secretary, the CF, and the EC.
  - 14.4.2 To support the CF Secretary in his/her work.

- 14.4.3 To undertake duties of the CF Secretary when appropriate and those of the CF Chairperson or CF Deputy-Chairperson when they are unavailable to undertake the tasks.

## **CHAPTER 15: MANAGEMENT COMMITTEE AND STAFF**

- 15.1 The Management Committee is made up of all the department heads within the SJC Staff.
- 15.2 The Staff are all those employed by the Organisation including the Management Committee.
- 15.3 The Management Committee and Staff will have decision-making power on a day-to-day basis with respect to running the Organisation and carrying out the mandate given to them by EC and the Secretariat.
- 15.4 The Management Committee and Staff deal with the operations of the Organisation based on policies decided by the EC within the framework of this Constitution. These operations include human resources, financial systems, management systems, logistics, and the general day to day work of the Organisation.

## **CHAPTER 16: EMPLOYMENT PRACTICE**

- 16.1 The SJC may hire personnel in order to promote the effective running of the organisation on a day-to-day basis.
- 16.2 Employment practice by the SJC is governed by the relevant legal requirements at all times.
- 16.3 The Secretariat is empowered by the EC to employ for specific positions. The post must be advertised, and a shortlist of applicants must be interviewed by at least a panel of three: one Secretariat member, the relevant department head, and one Branch Chairperson or Secretary who is a member of CF.
- 16.4 The Management Committee however can employ people on a temporary basis – less than 3 months for a specifically defined task.

## **CHAPTER 17: TASK TEAMS AND COMMITTEES**

- 17.1 The Secretariat or EC may set up task teams or appoint permanent or ad-hoc committees.
- 17.2 A chair shall be appointed for all task teams and committees.
- 17.3 A task team or committee can consist of any Staff member(s), SJC member(s), or non-SJC Member chosen by the Secretariat or EC, unless otherwise specified in this Constitution.

- 17.4 A task team may be set up to fulfill a particular mandate with respect to specific campaigns and/or events.
- 17.5 An ad-hoc committee or permanent committee may be set up to fulfill a particular mandate with respect to a specific organisational issue.
- 17.6 An ad-hoc committee shall remain in existence only until the committee's report and action has completed with respect to the issue for which it was created. On submission of its report to the Secretariat, the committee ceases to exist and shall no longer have a mandate.
- 17.7 An ad-hoc committee shall submit its report to the Secretariat no longer than eight weeks after the establishment of the committee, unless the committee notifies the Secretariat of the reason that this timeframe is not possible.
- 17.8 A committee or task team is not empowered to make demands on any other body of the SJC other than that for which it is directly mandated.
- 17.9 A permanent committee shall remain in existence from its establishment until an elective AGM after which the Secretariat shall re-appoint the permanent committee and/or appoint new persons to the permanent committee. Should a position on the committee become vacant prior to an elective AGM, the Secretariat shall co-opt a suitable person in his/her place.
- 17.10 A permanent committee should submit its report and/or recommendations as and when required by the Secretariat.
- 17.11 The Secretariat or EC may dissolve a committee or task team at any time.

## **CHAPTER 18: GENERAL DISCIPLINARY PROCEDURES**

- 18.1 The following is considered to be 'gross misconduct': assault or any attempt to assault another person, any form of sexual harassment, breaking the law, bringing the organisation into disrepute, gross abuse or theft of SJC resources, behaving contrary to the vision and objectives of the Organisation.
- 18.2 The following is considered to be when an Office Bearer is "unfit and/or incapable of fulfilling his/her duties": not attending two consecutive meetings without a legitimate reason and without notifying the meeting in good time of this reason; not adequately fulfilling the responsibilities of the office as delineated in this Constitution.
- 18.3 In the case of 'gross misconduct':
- 18.3.1 Any SJC Member or Office Bearer shall be referred to a Disciplinary Committee if he/she is alleged to have committed gross misconduct.
- 18.4 In the case of an Office Bearer who is alleged to be "unfit and/or incapable of fulfilling his/her duties":
- 18.4.1 Secretariat, CF Secretariat Members, and EC Members shall be referred to a Disciplinary Committee

- 18.4.2 Office Bearers at Branch level may be removed from office through a resolution at a properly constituted branch meeting if the branch deems that the Office Bearer has committed misconduct with respect to 18.1 and 18.2. Notification shall be give to Management should this occur.
- 18.5 If a Disciplinary Committee is established it shall consist of: 1) a member of the SJC Secretariat, 2) a member of Management as decided by Management, and 3) a CF Secretariat Member.
- 18.6 A Disciplinary Committee shall be an ad-hoc committee and as such provide a report to the Secretariat within eight weeks of its establishment detailing its investigation, hearing, and/or any action taken.
- 18.7 Any Member or Office Bearer investigated by a Disciplinary Committee shall be given a disciplinary hearing and shall be given the opportunity to make representations in accordance with the procedures stipulated in the Organisation's Code of Conduct.
- 18.8 A Disciplinary Committee may take the required action upon its findings in terms of the procedures stipulated in the Organisation's Code of Conduct.
- 18.9 If the subject of the Disciplinary Committee is an Office Bearer, other than that stipulated in 18.4.2, the EC rather than the Disciplinary Committee shall take the required action upon the recommendations of the Disciplinary Committee's report.

## CHAPTER 19: ANNUAL GENERAL MEETING

- 19.1 An AGM of the Organisation shall be held within a period of fifteen months of the adoption of this Constitution. Subsequent AGMs shall be held within six months of the end of each financial year. Notice shall be given to all Members entitled to attend the meeting no less than twenty-one days prior. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.
- 19.2 The business of an AGM shall include:
- 19.2.1 The presentation and consideration of the Chairperson's Report and the Treasurer's Financial Report.
  - 19.2.2 Election of office bearers if the AGM is an elective AGM which occurs every two years.
  - 19.2.3 The holding of commissions in order to set strategic organisational and campaign priorities for the year.
  - 19.2.4 Other matters as may be considered appropriate.

## **CHAPTER 22: FINANCIAL MATTERS**

- 22.1 The employed Operations Manager under the guidance of the Treasurer shall ensure that the Organisation keeps proper records and books of account, which fairly reflect the affairs of the organisation. All financial transactions will be recorded.
- 22.2 All funding will be used in an open and transparent way in the interest of the objectives outlined in this Constitution. The Secretariat shall maintain a bank account in the name of the Organisation with a registered Bank or Building Society. All monies received by the Organisation are deposited in the abovementioned bank account as soon as possible after receipt.
- 22.3 All cheques, bank transfers, and other documents requiring physical or electronic signature on behalf of the Organisation shall be signed by two out of a possible three Secretariat members.
- 22.4 The funds from the bank account may not be used for any purpose other than the financing of the Organisation. The funds shall be used solely for the promotion of its stated objectives. The members of the Secretariat or EC shall have no rights to the property or other assets of the Organisation solely by virtue of them being office-bearers. No portion of the income or property of the Organisation 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 Organisation or Secretariat or EC, except as reimbursement of actual costs or expenses reasonably incurred on behalf of the Organisation.

## **CHAPTER 23: ANNUAL REPORT**

- 23.1 The Secretariat shall ensure that the Organisation prepares an annual narrative report describing the Organisation's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 23.2 An independent auditor shall be appointed by the Secretariat to inspect the accounts at the end of the financial year.
- 23.3 A copy of the Annual Financial Statements and Annual Narrative Report shall be made available to all Members and relevant parties as soon as possible after the close of the financial year.
- 23.4 The financial year of the SJC shall run from 1 March to the last day of February.

## **CHAPTER 24: INDEMNITY**

- 24.1 Subject to the provisions of any relevant statute, members of the Secretariat and EC 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/her, in his/her said capacity, in the discharge, in good faith, of his

or her duties on behalf of the Organisation. No member of the Secretariat or EC of the Organisation shall be liable for the acts, receipts, neglects or defaults of any 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.

## **CHAPTER 25: AMENDMENTS TO THE CONSTITUTION**

- 25.1 The terms of this Constitution may be amended at an AGM or EGM by way of special resolution.
- 25.2 No less than 21 days notice of any proposed amendment shall be given to members.

## **CHAPTER 26: DISSOLUTION**

- 26.1 The Organisation may be dissolved by resolution at an AGM at which 75 per cent of those present and voting are in support of such dissolution.
- 26.2 The notice convening a meeting to discuss such resolution shall state that a motion to dissolve the organization is to be put to the meeting.
- 26.3 The notice shall be sent to all members at least one calendar month prior to the date of the meeting.
- 26.4 Upon the dissolution of the Organisation, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Secretariat or EC Members, but shall be transferred by donation to some other non-profit organization which the Secretariat (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Organisation.