

Sinekamva.co.za

Counselling Services



NPO # 145-322

CONSTITUTION 2016

SINEKAMVA
“We have a Future”

1. Name

1.1 The organisation hereby constituted will be called **Sinekamva Counselling and Chaplaincy Services**.

1.2. Its shortened name will be **Sinekamva** (hereinafter referred to as the organisation or the “public benefit organisation”).

2. Objectives

2.1. Sinekamva is a nonprofit Christian counseling and chaplaincy service offering professional care to all people no matter their background, faith or circumstances.

2.2. The organisation’s main objectives are to provide pastoral care to hospitalised patients, their families and their carers in a professional, passionate and caring manner by focusing on whole person care—body, mind, and spirit.

2.3. Sinekamva strives to train and educate like-minded individuals in the field of pastoral care and counselling.

2.4. The organisation’s secondary objectives will be to work in collaboration with other organisations, churches, faith groups and professionals with similar objectives.

3. Body corporate

The organisation shall:

3.1. Exist in its own right, separately from its members.

3.2. Continue to exist even when its membership changes and there are different office bearers.

3.3. Be able to own property and other possessions.

4. Income and property

4.1 The organisation will keep a record of everything it owns.

4.2 The organisation may not give any of its money or property to its members or office bearers, unless employed by the organisation. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation.

4.3 A member of the organisation may be reimbursed from the organisation for expenses that she or he has paid for or on behalf of the organisation.

4.4 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

5. Membership and General Meetings

5.1 If a person wants to become a member of the organisation, she or he will have to ask the organisation’s management committee. The management committee has the right to say no.

5.2 Members of the organisation must attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the organisation.

6. Volunteers

The organisation may from time to time make use of volunteer chaplains.

- 6.1 All Volunteer Chaplains are to complete application, interview, training, hospital orientation and entry procedures.
- 6.2 Volunteer chaplains must make a minimum of a 3 month commitment to such a programme.
- 6.3 Volunteers are to maintain professional standards of conduct and adhere to the Volunteer Chaplains policy and procedures.
- 6.4 The volunteer programme will be guided by the office bearers under the “educator.”
- 6.5 Office bearers will not be held personally liable for any loss suffered by any volunteer as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the organisation.

7. Quorum for Special & Annual Meetings

- 7.1 The Quorum for Special and Annual meetings shall be 8 (eight) members who are both personally present and entitled to vote. No business shall be transacted at any Special and Annual meeting unless a Quorum of Members is present at the time when the meeting proceeds to business.
- 7.2 If a Quorum is not present within half an hour of the time appointed for the holding of a Special or Annual Meeting; the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such time and place as the Chairperson shall appoint.

8. Management

- 8.1 A management committee will manage the organisation. The management committee will be made up of not less than **5** members. They are the **office bearers** of the organisation. At least three persons who accept fiduciary responsibility for the organisation, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to such organisation.
- 8.2 Office bearers will serve for a **period of one year**, but they can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office. This is so long as their services are needed and they are ready to give their services.
- 8.3 Early termination of office bearers:
 - a) Early termination of an office-bearer’s term could be exercised in event of the member not attending at least two management meetings without having applied for and obtaining leave of absence from the chairperson.
 - b) Appeal against such early termination can be made in written form and given to all office bearers. A special management meeting will be called to discuss such a matter.
- 8.4 Office-bearers will **meet quarterly**. More than half of the office-bearers need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum for management meetings.
- 8.5 Minutes will be taken at every meeting to record any decisions made by the committee. The minutes of each meeting will be given to the office-bearers at least a week prior to the next meeting. The minutes shall be confirmed as a true record of proceedings and shall thereafter be signed by the chairperson.
- 8.6 The organisation has the right to form sub-committees. The decisions that sub-committees make must be given to the office-bearers. The office-bearers must decide whether to agree to them or not at its next meeting or via electronic notification (e.g. email).

8.7 All members of the organisation have to abide by decisions that are taken by the office-bearers.

9. Powers of the organisation

The office-bearers may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in paragraph 1 of this constitution. Its activities must abide by the law.

9.1 The office-bearers have the power and authority to raise funds or to invite and receive contributions.

9.2 The office-bearers have the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

10. Meetings and procedures of the committee

10.1 The office-bearers must hold at least four ordinary meetings each year as stated in 8.4.

10.2 The chairperson, or two members of the committee, can call a special meeting if they want to. But they must let the other office-bearers know the date of the proposed meeting not less than two weeks before it is due to take place. They must also tell the other members of the committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to elect a new office-bearer, then those calling the meeting must give the other office-bearers not less than 30 day's notice.

10.3 There shall be a quorum whenever such a meeting is held.

10.4 When necessary, the office-bearers will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.

10.5 Minutes of all meetings must be kept safely and always be on hand for members to consult. Hard copies of the meetings shall be in safekeeping at the organisation's office.

11. Annual general meetings

11.1 The annual general meeting must be held once every year, towards the end of the organisation's financial year.

11.2 The organisation should deal with the following business, amongst others, at its annual general meeting:

- Agree to the items to be discussed on the agenda.
- Record all present parties and apologies.
- Read and confirm the previous meeting's minutes with matters arising.
- Chairperson's report.
- Treasurer's report.
- Changes to the constitution that members may want to make.
- Elect new office bearers (if applicable).
- General.
- Close the meeting.

12. Finance

12.1 An accounting officer shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the organisation.

12.2 The treasurer's job is to control the day to day finances of the organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the finances.

12.3. All funds raised shall be used as follows:

- a) Salaries and Stipends
 - b) Running costs
 - c) Future projects e.g. Counselling healing centre
 - d) Training programs (2.3, 2.4)
- 12.4 Whenever funds greater than R3500 are withdrawn from the bank account, the chairperson and at least two other office-bearers of the organisation must approve the withdrawal.
- 12.5 The financial year of the organisation ends on **30 June** of each year.
- 12.6 The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the financial year end.

13. Changes to the constitution

- 13.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 13.2 Two thirds of the members shall be present at a meeting ("the quorum") before a decision to change the constitution is taken. Any annual or special general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in 13.3
- 13.3 A written notice must go out not 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.
- 13.4 No amendments may be made which would have the effect of making the organisation cease to exist.
- 13.5. A copy of all amendments to this constitution will be submitted to the Commissioner for the South African Revenue Service.

14. Dissolution/Winding-up

- 14.1 The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 14.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be, subject to the conditions set out in 14.3.
- 14.3 On dissolution of the organisation, the remaining assets must be transferred to:
- a) A public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act No 58 of 1962 (the Act).
 - b) Any institution, board or body which is exempt from the payment of income tax in terms
 - c) of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
 - d) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act.

15 Public Benefit Organisation

- 15.1 The activities of the organisation are carried on in a non-profit manner and with an altruistic or philanthropic intent.
- 15.2 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- 15.3 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- 15.4 The funds of the public benefit organisation will be used solely for the objects for which it was established.
- 15.5 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Act: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms or section has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application or such donation.
- 15.6 The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner of the South African Revenue Service.
- 15.7 No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 15.8 No resources will be used, directly or indirectly, to support advance or oppose any political party.

This constitution was approved and accepted by the members at a special (general) meeting held at _____ on _____

Chairperson

Administrator

16 Revision History

<u>Version</u>	<u>Date</u>	<u>Changes</u>
2014	2014/07/29	Initial release.
2016	2016/10/26	Ammended to comply with SARS requirements for income tax exemption status: <ul style="list-style-type: none">• Added "public benefit organisation" to 1.2.• Changed numbering of 2(a)-2(d) to 2.1-2.4 and 3(a)-3(c) to 3.1-3.3.• Added last sentence to 8.1• Added 13.5, 14.3, 15.• Minor spelling and formatting corrections.