

NATIONAL ASSOCIATION FOR PERSONS WITH CEREBRAL PALSY

022-245 N P O

CONSTITUTION

1. NAME

The name of the Association shall be the National Association for Persons with Cerebral Palsy. (Referred to as “the National Association” and “the Association”.)

2. AREA OF OPERATION

The area in which its activities and functions will be carried on and in which contributions may be collected by the Association is the Republic of South Africa.

3. AIM

To take such actions in the area of operation as may be necessary to prevent the occurrence of cerebral palsy and to enable persons with cerebral palsy to attain their maximum level of independence and integration into the community.

4. OBJECTS

The primary object of the Association shall be to fulfil its Aim, and in so doing to promote:

- 4.1. Its belief in the dignity, equality and value of all persons.
- 4.2. Such medical, educational, vocational and social services and facilities as may be required by persons with cerebral palsy to achieve independence.
- 4.3. An environment which is free from those physical, legal and attitudinal barriers which hinder the integration of persons with cerebral palsy into the community.
- 4.4. The availability of adequate personnel, assistive devices and other resources as are needed to achieve the aim.
- 4.5. Measures to prevent primary impairment.
- 4.6. Measures for the early detection and prompt and efficient treatment of persons who are, or might become cerebral palsied.

5. FUNCTIONS

The Association shall have the following functions:

- 5.1. To promote the best possible legislative dispensation for persons with cerebral palsy which shall include, where necessary, the initiation of new and the amendment of existing legislation and to seek the elimination of all legislative measures which hinder integration and independence of persons with cerebral palsy.

- 5.2. To coordinate and correlate the activities of existing organisations and institutions engaged or interested in the provision of services for persons with cerebral palsy and to support and encourage the formation and development of similar organisations in all communities and to assist them to acquire knowledge, skills and experience in this field of work.
- 5.3. To be the official channel of communication in matters of general policy between Provincial Associations and the Government and Provincial and other relevant authorities. This clause shall in no way debar any Provincial Association from approaching its own Provincial or other authority on matters peculiar to its own Province or region, provided that no Provincial Association or individual member of such Association shall approach the Government on matters of general policy falling within the scope of the Association, except through the Management Committee acting on the authority of the Association.
- 5.4. To act as an advisory body on all matters concerning the welfare and rehabilitation of persons with cerebral palsy.
- 5.5. To cooperate with national organisations in South Africa and in other countries whose aims are similar to those of the Association and if deemed advisable to affiliate with such organisations.
- 5.6. To cooperate with international organisations whose aims are similar to those of the Association, and if deemed advisable to affiliate with such organisations.
- 5.7. To formulate policies and to promote and support measures for the early detection and prompt and efficient treatment of persons who are, or might become cerebral palsied.
- 5.8. Generally to concern itself with all matters relating to the welfare and rehabilitation of persons with cerebral palsy; and the prevention of and research into disabling conditions throughout the area of operation.

6. PROVINCIAL AND REGIONAL ASSOCIATIONS

- 6.1. For the purposes of this Constitution the area of jurisdiction of a Provincial or Regional Association shall be as determined by the National Association at the time of the establishment of a Provincial Association.

For the purpose of representation on the National Association and for further purposes of representation as contemplated in the Constitution, the following are recognised as the Provincial Associations existing as of the date of approval of this Constitution:

- 6.1.1. Transvaal Association for the Care of Cerebral Palsy
- 6.1.2. Western Cape Cerebral Palsy Association
- 6.1.3. Cerebral Palsy Association (Eastern Cape)
- 6.1.4. KwaZulu–Natal Cerebral Palsy Association
- 6.1.5. Gauteng Cerebral Palsy Association

- 6.2. The National Association may approve, on the recommendation of the Management Committee, the application of any Provincial Association, whose area of jurisdiction at the time of such application is affected thereby, for:
 - 6.2.1. The subdivision of the applicant Association's geographic area and the formation of a new Provincial or Regional Association in respect of any such sub division.
 - 6.2.2. The merger of two or more Provincial or Regional Associations.
 - 6.2.3. The re-alignment of the boundaries of the geographic areas of jurisdiction of any two or more Provincial or Regional Associations so applying, including the formation of a new provincial association resulting from such re-alignment of boundaries.

7. MEMBERSHIP OF THE ASSOCIATION

Membership of the Association shall consist of:

7.1. VOTING MEMBERS

- 7.1.1. Two representatives of each of the following five Cerebral Palsy Provincial Associations:

Transvaal Association for the Care of Cerebral Palsy
 Western Cape Cerebral Palsy Association
 Cerebral Palsy Association (Eastern Cape)
 KwaZulu–Natal Cerebral Palsy Association
 Gauteng Cerebral Palsy Association

The Association may on application by any new Provincial or Regional Association for Persons with Cerebral Palsy grant membership to such Provincial or Regional Association under this clause. The Association shall determine the boundaries of any such new Provincial or Regional Association and it may, with the consent of any existing Province or region, adjust the boundaries of such existing region.

- 7.1.2. Two representatives of each Provincial Association of the National Council for Persons with Physical Disabilities in South Africa ("the National Council") which is involved in work for persons with cerebral palsy, approved by the National Association.
- 7.1.3. Two representatives of any school, workshop, training centre, home, or other institution involved in work for persons with cerebral palsy, approved by the Association.
- 7.1.4. The Chairman for the time being of the National Council for Persons with Physical Disabilities in South Africa. ("the National Council")
- 7.1.5. Not more than four persons nominated by the National Council.
- 7.1.6. Any voting member of the National Association for Persons with Cerebral Palsy shall be entitled to appoint a proxy in writing for the whole or any part of a meeting of the Association and subject to the directions contained in such written proxy

provided the proxy appointed shall be a member of the same association or institution as the Association member.

7.2. ASSOCIATE MEMBERS

7.2.1. One representative of any local, regional or national institution or association interested in work for persons with cerebral palsy as approved by the Association on the recommendation of the Management Committee, who shall be non-voting.

7.3. OFFICERS OF THE ASSOCIATION

7.3.1. There shall be a Chairman, a Vice Chairman and a Treasurer (“the Office Bearers”) of the Association who shall be proposed and elected by voting members at the Annual Meeting of the Association. Such persons shall hold office for two years and shall be eligible for re-election.

7.3.2. The Chairman of the Association shall be the Chairman of the Management Committee.

7.3.3. Any vacancy occurring during the period of office shall be filled by the Management Committee for the remainder of that period and be submitted to the Association for confirmation at its next meeting.

8. MANAGEMENT COMMITTEE

8.1. The Association shall have a Management Committee of nine voting members consisting of the following persons, who shall serve for a period of two years –

8.1.1. The Chairman, the Vice Chairman and the Treasurer as elected in terms of 7.3.1;

8.1.2. Four further members being voting members of the Association elected by the Association in general meeting.

8.1.3. The Chairman, or his alternate, and one further member from the members referred to in 7.1.5, as nominated by the National Council.

8.2. The Management Committee of the Association shall be empowered to co-opt to its membership, persons with specialised knowledge and experience as deemed necessary, who shall be non-voting members of the Committee.

8.3. Any vacancy occurring during the period of office shall be filled by co-option by the Management Committee and such co-option shall, as far as possible, be in the spirit of and for the unexpired period of the original election.

8.4. The Management Committee shall be empowered to carry on the work of the Association in such manner as it may think necessary and proper, subject, however, to the general policy of the Association and to such special instructions as may be laid down or given by it from time to time. Any action of the Management Committee shall be reported to the Association for information at its next meeting.

9. REPRESENTATION ON THE NATIONAL COUNCIL AND MANAGEMENT COMMITTEE OF THE NATIONAL COUNCIL FOR PERSONS WITH PHYSICAL DISABILITIES IN SOUTH AFRICA

9.1. The Association shall nominate four of its members which shall include the Chairman and Vice Chairman of the Association, to represent the National Association on the National Council.

9.2. The Chairman of the Association shall represent the National Association on the Management Committee of the National Council.

10. MEETINGS AND QUORUM

10.1. Meetings of the Association shall be held at least once in each year, and if only once, such meeting shall be designated the Annual Meeting of the Association.

10.2. Not less than one third of the voting members of the Association shall constitute a quorum.

10.3. In the absence of a quorum the meeting shall stand adjourned for not less than one week and the members attending such adjourned meeting shall constitute a quorum.

10.4. The business of the Annual Meeting shall include:

10.4.1. Consideration and adoption of the Annual Report of the Chairman.

10.4.2. Consideration and approval of the annual financial statements.

10.4.3. The appointment of the Auditors for the Association for the ensuing year.

10.4.4. The election of the Office Bearers, members of the Management Committee and such other positions as contemplated in this Constitution when it is an election year.

10.5. Meetings of the Management Committee shall be held immediately preceding the annual meeting of the Association and at such other times as the Association or the Chairman may decide or at least two members of the Management Committee may request in writing.

10.6. Five members of the Management Committee shall constitute a quorum. In the absence of a quorum those members present shall implement resolutions taken and their actions shall be ratified at a subsequent properly constituted Management Committee meeting.

11. SUB COMMITTEES

11.1. In order to facilitate its work the Management Committee shall have the power to appoint sub committees and to determine the terms of reference and to appoint the Chairmen of such sub committees.

12. DUTIES AND FUNCTIONS OF PROVINCIAL AND REGIONAL ASSOCIATIONS AS REFERRED TO IN 7.1.1. AND 7.1.2.

Every existing and any future Provincial Association of the National Association as referred to in 7.1.1. and of the National Council as referred to in 7.1.2. shall:

- 12.1. Be registered in terms of the Nonprofit Organisations Act 1997 (Act 71 of 1997).
- 12.2. Provide services in respect of persons with cerebral palsy
- 12.3. Accept the Constitution, Rules and Regulations of the National Association and abide by them.
- 12.4. Ensure representation at each properly constituted meeting of the National Association and any other committee on which a Provincial Association has an elected member with the intention of ensuring proper and full deliberation and decision making on the affairs of the National Association and any of its committees.
- 12.5. Abide by all decisions properly taken in respect of all matters regarding the functions and objects of the Association.
- 12.6. Implement to the best of its ability any decisions of the National Association and its Management Committee.
- 12.7. In general participate in the activities of and cooperate with the National Association, the Management Committee and other Provincial Associations to promote the interests of the National Association for the benefit of persons with cerebral palsy within the area of operation of the National Association.

13. DEFAULT OF PROVINCIAL AND REGIONAL ASSOCIATIONS AS REFERRED TO IN 7.1.1. AND 7.1.2.

- 13.1. In the event of default on the part of the representative of or any Provincial Association contemplated in clause 6 or 7.1.1 or any association contemplated in 7.1.2 or the representatives of bodies contemplated in 7.1.3, the Management Committee may call upon such defaulting Association or body or its representatives in writing to explain such default and to remedy such default within a reasonable period stated in such notice.
- 13.2. The Management Committee may refer such defaulting Association or body or its representatives to the National Association in general meeting and the National Association may resolve to censure, suspend or terminate the membership of such defaulting Association, body or its representatives.

14. HEADQUARTERS

- 14.1. The headquarters of the Association shall be situated in Johannesburg until such time as the Association may otherwise determine.

15. PROPERTY

- 15.1. All immovable property shall be held in the name of the Management Committee of the National Association for Persons with Cerebral Palsy.
- 15.2. The Management Committee shall have the power to buy and sell and take and give transfer and delivery of property both movable and immovable and to grant and take leases of property and pledge or mortgage same, and invest funds.

16. CLAIMS

- 16.1. All claims against the Association shall be limited to its assets and no member or officer except in his representative capacity, and otherwise as may be determined by Law, shall be responsible therefor.

17. STAFF OF ASSOCIATION

- 17.1. There shall be appointed such administrative and other salaried staff as may be required for the proper administration and implementation of the activities of the Association, such appointments to be on such terms and conditions as may be determined by the Management Committee.
- 17.2. The Management Committee may contract with any person, firm, corporate entity or organisation to carry out its administration functions and any of its activities.

18. AGREEMENTS

- 18.1. All agreements, powers of attorney and other documents entered into for and on behalf of the Association shall be signed by two persons (one being a member and one an official/employee of the Association) being such officers, officials or persons as may be appointed by resolution of the Management Committee from time to time.

19. FINANCES

- 19.1. The Treasurer shall account for all monies received and paid to the Association, and shall monitor and account for payments which shall be made in accordance with the instructions of the Management Committee. Banking accounts and accounts with approved financial institutions shall be opened in the name of the Association and cheques shall be signed by two persons (one being a member and the other being an official/employee) drawn from the Chairman, Vice Chairman and the Treasurer, or such other persons as may from time to time be nominated by the Management Committee. All monies received by the Association shall be banked into the bank account of the Association.
- 19.2. The financial year of the Association shall end on the 31st March of every year.
- 19.3. The Association's income and property are not distributable to its Office Bearers, or to the Office Bearers or individual members of any of its affiliated Provincial Associations or entities referred to in 7.1.3. of the National Association, except as reasonable compensation for services rendered.

20. ANNUAL REPORT AND ACCOUNTS

The Management Committee shall ensure that a report is prepared on the work of the Association for the year. Such report shall be submitted to a meeting of the Association for approval before the 31st October of each year, together with a statement of accounts and balance sheet prepared by the Treasurer and duly audited by the Association's auditor.

A copy of the annual report and the statement of account and balance sheet shall be sent to each member of the Association for information.

21. INDEMNITY

Subject to the provisions of any Law:

21.1. Every member of the Management Committee or the Auditor, and any other officer or employee of the Association shall be indemnified by the Association against, and it shall be the duty of the Association to pay, out of funds of the Association, all costs, losses and expenses which any such officer or employee may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or employee or in any way in the discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association; unless the same happen through any gross negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

21.2. No member of the Management Committee or the Auditor, and any other officer or employee of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Management Committee or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the inefficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the insolvency or tortuous act of any person with whom any monies, security or effect shall be deposited or for any loss occasioned by any error of judgement, omission, default or oversight on his part or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto; unless the same happen through any gross negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

22. LIMITATION ON ACTIVITIES

22.1. The Association may not carry on any business including the letting of property unless it is to the benefit of the Association to further develop services for persons with cerebral palsy.

23. DISSOLUTION

23.1. The Association may be dissolved if at least two thirds of the members present in person and entitled to vote at a general meeting of members convened for the purpose of considering such matter are in favour of dissolution.

- 23.2. Not less than twenty-one days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the Association and disposal of its assets will be considered.
- 23.3. If there is no quorum at such a general meeting, the meeting shall stand adjourned for not less than one week and the members attending such adjourned meeting shall constitute a quorum.
- 23.4. If upon dissolution of the Association there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to another organisation with similar objects and registered under the Non-profit Organisations Act, 1997 (Act 71 of 1997), as may be decided by a majority vote of the members present in person or in proxy at the general meeting of the Association at which it was decided to dissolve the Association or, in default of such decision by the Association, by the Director of Non-profit Organisations.
24. AMENDMENT TO THE CONSTITUTION
- 24.1. This Constitution may be amended only by a two-thirds majority of the votes exercised by members of the Association present and entitled to vote at any meeting of the Association.
- 24.2. Written notice of any amendment proposed by any member of the Association setting forth in detail the proposed amendment, shall be sent to the headquarters not later than two months before the meeting of the Association at which such amendment is to be discussed and such proposal shall be included in the agenda of such meeting.
- 24.3. The Management Committee shall have power to consider from time to time the revision of the Constitution and to make recommendations as to amendments thereof. Any recommendations made by the Management Committee under this clause shall be circulated not later than with the agenda of the meeting of the Association at which they are to be considered.
- 24.4. Any amendments to the Constitution must be submitted to the Commissioner for the South African Revenue Service as well as the Director of Non-profit Organisations.

This Constitution was approved and accepted by members of the National Association for Persons with Cerebral Palsy at its meeting held in Pietersburg on 29 May 2001.

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PROFESSOR R P GRÄBE
CHAIRMAN

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J H VILJOEN
NATIONAL DIRECTOR