

**CONSTITUTION**

**OF**

**VOTING RIGHTS ORGANISATION OF SOUTH AFRICA**

**[VORIOSA]**

## PREAMBLE

VORIOSA is a non-profit company (NPC) committed to providing a platform for patriots to help the poor and the vulnerable to exercise and enjoy the rights provided for in the Bill of Rights. The NPC's position is that apartheid disenfranchised the majority of the citizens by denying them the right to vote and thereby tactically denied them the right to enjoy all the other fundamental human rights.

With the advent of democracy in 1994 the people of South Africa are now free to participate in the formation of a government which is key to ensuring that they are able to exercise and enjoy all the rights in the Bill of Rights. The dichotomy, however, remains that the majority of the people have no clue what these rights entail and also do not understand the link between the significance of exercising their right to vote and how that contributes to ensuring that those rights in the Bill of Rights can be enjoyed continuously.

Voter apathy by the youth in particular and the continuous infringement of the rights of the poor and the vulnerable by government officials bear testimony to the fact that having one of the most progressive Constitutions in the world means nothing if the people do not understand those rights. It is against this background that VORIOSA's focus is on voting and socio-economic rights that affect mainly the poor and the most vulnerable by providing awareness and education about those rights. VORIOSA conducts its educational activities through the use of seminars, workshops, meetings, lectures and presentations.

VORIOSA also acts as an advocacy group and encourages responsible citizenship and supports the concept of a responsive government to issues affecting communities. VORIOSA lobbies government to attend to issues of the community timeously, informs the communities about their voting and socio-economic rights, and also defends or represents the poor and the most vulnerable where their rights are infringed.

Now therefore the patriots bind themselves to the provisions of this Constitution as follows:

## 1. NAME

The official name of the Organisation is VOTING RIGHTS ORGANISATION OF SOUTH AFRICA (“VORIOSA”).

## 2. VISION

VORIOSA’s vision is to provide a platform for patriots to popularise the Bill of Rights in order to contribute to making South Africa a better place for all to live in it.

## 3. MISSION

VORIOSA is established to provide awareness and to educate the South African citizens about their voting and socio-economic rights by making use of seminars, workshops, meetings, lectures and presentations.

## 4. DEFINITIONS AND INTERPRETATION

In this Constitution, unless the context otherwise requires: -

- **“Board”** means the Board of Directors appointed to manage the affairs of the Organisation;
- **“Board Charter”** means the document containing the codes of conduct and terms of reference for the Board;
- **“Chairperson”** means the person duly elected by the Regional Patriotic Committee to head same;
- **“Co-Opted Board Member”** means a board member appointed by the President in terms of Clause 17.1.4;
- **“Co-Opted Regional Member** means a member of the Regional Patriotic Committee appointed by the Chairperson in terms of Clause 27.2;

- **“Director”** means the individual who is appointed by the Board to fulfill the duties as noted in Clause 24.1;
- “Expressions defined in this Constitution shall bear the same meanings in schedules or annexures to this Constitution, which do not themselves, contain their own definitions;
- **“Member”** means any person who considers him/herself to be a Patriot;
- **“Member in good standing”** means a patriot who lives the values of this Constitution and is compliant with his/her explicit obligations as provided for in this Constitution and does not engage in a behaviour that is considered to be inconsistent or in breach of any provision of this Constitution;
- **“Most Vulnerable Citizens”** means the youth, unemployed, uneducated, elderly, people living with disabilities and all the poor and the weak who reside in the rural areas and the townships;
- **“National Patriotic Committee”** means the committee tasked with dealing with specific national issues comprising the Chairpersons, Secretaries, Chief Organisers and the Board.
- **“Patriot”** means a natural person or corporate who is willing and able to vigorously support the objectives of the South African Constitution of 1996 as amended and who is prepared to defend the vulnerable, poor and the weak in society;
- **“Region”** means a district or a metro as defined and delineated by the Municipal Demarcation Board in terms of the Local Government Demarcation Act, 1998 and the Local Government: Municipal Structures Act, 1998, and duly constituted as a Region of the Organisation by the Board;
- **“Regional Patriotic Committee (RPC)”** means the committee of a district or metro elected by the members of a Region and tasked to deal with issues within the region;

- **“Regulatory Authorities”** means the Social Development Department, the CIPC, South African Receiver of Revenue and other similar entities;
- **“the Act”** means the Companies Act 71 of 2008 and the regulations published thereunder;
- **“the Constitution”** means this subsisting and duly adopted constitution of the Organisation;
- **“the Organisation”** means VOTING RIGHTS ORGANISATION OF SOUTH AFRICA, a voluntary non-profit company constituted in terms of the Act;
- “When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.
- “Where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- “Words importing persons shall include created entities (corporate or not);
- “Words in the singular number shall include the plural and vice versa;

## **5. OBJECTIVES**

VORIOSA's main objectives are to:

- 5.1. Educate the poor and the most vulnerable citizens or communities about the significance and need to exercise their right to vote including showing them the effects of abdicating such a responsibility;
- 5.2. Educate the poor and the most vulnerable citizens or communities about socio-economic rights including assisting them to defend such rights when infringed by government officials in order to ensure their enjoyment of such rights;
- 5.3. Educate the citizens or communities about the need to practise responsible citizenship during protests and at all times;
- 5.4. Campaign for electoral reforms and changes in government policies and practises in order to improve accountability to the people; and
- 5.5. Partner with a responsive government and the people to ensure services are delivered timeously to communities.

## **6. LEGAL STATUS**

- 6.1. VORIOSA shall be a voluntary organisation of a public character established not for gain, with corporate personality and perpetual succession.
- 6.2. VORIOSA will continue to exist even if there are different office bearers or changes to its structures.
- 6.3. VORIOSA shall be able to own property and other possessions and no patriot shall have any right to the assets of VORIOSA.
- 6.4. VORIOSA shall be able to sue and be sued in its own name.

## **7. PATRIOTS**

- 7.1. Patriots shall be the members recorded as such in the membership register in one of the classes specified in this Constitution, who have been accepted into membership by the Regions.
- 7.2. Individuals who are office bearers or hold positions in political parties would not be accepted or allowed to be members of the Organisation to avoid bringing the Organisation into disrepute.
- 7.3. There shall be four (4) categories of membership, namely, Full, Corporate, Honorary and Life.

## **8. FULL MEMBERSHIP**

- 8.1. The Regional Patriotic Committees may grant Full Membership to a person who, in the opinion of the Committee:
  - 8.1.1. is a South African citizen; and
  - 8.1.2. is not an office bearer in any political party or does not hold a position in any political party.
- 8.2. A Full Member shall have one vote.

## **9. CORPORATE MEMBERSHIP**

The Board may grant Corporate Membership to a corporation that, in the opinion of the Board, subscribes to the objects of the Organisation and is willing to provide revenue and educational information and to help advance VORIOSA's objectives in the communities. The terms and conditions, period of membership and fees shall be decided from time to time by the Board.

## **10. HONORARY MEMBERSHIP**

The Board may grant Honorary membership for such period as it deems fit to persons of distinction who have made significant contributions to the objectives of the Organisation. Honorary members shall have no voting rights.

## **11. LIFE MEMBERSHIP**

Upon leaving office at the completion of his/her full term of office, the Board may grant Life Membership to an individual who was a Board member. A Life member shall have one vote in his/her capacity as a Life Member and need not pay fees.

## **12. REGISTER OF PATRIOTS**

12.1. Each Region shall keep a register of the names and particulars of the patriots. Each patriot must make sure that the register has the correct information in the prescribed form, at all times.

12.2. Each Region must provide the Board with up to date records of Patriots as and when required, and the records kept by the Board shall be deemed to be correct for the purposes of the Board business. The Regional patriots shall be the members recorded as such by the Board in the Register of Patriots.

12.3. Patriots may inspect the Board Register and a Regional Register at a convenient time, by arrangement.

## **13. APPLICATION FOR MEMBERSHIP**

13.1. A person wishing to become a Patriot must complete the prescribed form and submit it to the Region whereupon the Regional Patriotic Committee will ratify the application.

13.2. A Patriot must be registered with a Region in the area in which he/she resides or conducts business.

- 13.3. When recorded in the Register, the Patriot shall enjoy all the rights and shall be subject to all obligations of membership.
- 13.4. A Patriot may transfer his/her membership from one Region to another.
- 13.5. Each Patriot by virtue of his/her application is deemed to have agreed to be bound by this Constitution.
- 13.6. The Board may invite any person to become a Patriot, whereupon such person shall enjoy the rights and obligations of membership.

#### **14. TERMINATION OF MEMBERSHIP**

Membership shall terminate when the Board has recorded in the Register that membership has been terminated after any one of the following events:

- 14.1. if in the opinion of the Board, after sending a letter of enquiry to the Patriot, the Patriot no longer meets the requirements for Full membership or for any other reason where the Board considers the conduct of the member to be in violation of this Constitution or the Board Charter, the Board may at any time remove a Patriot's name from the Register. The Board may review membership and the Board, in consultation with the Region, shall decide whether the Patriot still meets the criteria for membership, or whether membership shall be terminated.
- 14.2. when the Patriot him/herself or his/her Region informs the Board in writing of his/her resignation and the Region has recorded the resignation. No portion of any dues paid shall be refunded to the resigned Patriot.
- 14.3. when the Board decides to terminate the membership because the Patriot has not paid monies due by him/her, or has failed to ensure that his/her correct particulars are in the Register for 6 (six) months; or

- 14.4. if the Patriot would be disqualified to hold office as a director in terms of the Companies Act on the basis of misconduct, or for any other reason that the Board in its discretion may deem appropriate.

## **15. MEMBERSHIP FEES**

The Board shall decide from time to time what entrance fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members.

## **16. STRUCTURE AND POWERS OF VORIOSA**

- 16.1. VORIOSA management shall consist of the following:

- 16.1.1. The Board and its sub-committees;

- 16.1.2. The Regional Patriotic Committees; and

- 16.1.3. Any other committee or sub-committee that may be constituted by the Board or Regional committees from time to time.

- 16.2. VORIOSA shall have all the powers necessary, in the opinion of the Board, to attain its objectives which powers shall be vested in the Board, and without limiting its general powers, to:

- 16.2.1. acquire, hold, invest, re-invest, improve and alienate moveable or immovable property;

- 16.2.2. buy, sell, lend, exchange, insure, borrow, lease, and let assets;

- 16.2.3. employ, pay and indemnify administrative or educational staff, agents and advisers of every description;

- 16.2.4. delegate any of its powers to such committee or person as it may deem fit;

- 16.2.5. engage in legal proceedings of every description and sue or be sued in its own name;

- 16.2.6. open and operate on accounts at reputable banks and recognised financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the Board;
  - 16.2.7. indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of VORIOSA or who serves or has served, at the request of the Board as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.
  - 16.2.8. do anything else necessary for the above and the furtherance of its objectives.
- 16.3. Notwithstanding the above, the specific and implied powers of VORIOSA shall be limited as follows:
- 16.3.1. The activities of VORIOSA will be wholly or mainly directed to the furtherance of its sole or principal object;
  - 16.3.2. VORIOSA shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;
- 16.4. VORIOSA shall not make loans to any person.

## 17. THE BOARD

17.1. The Board shall consist of a maximum of twenty (20) members and shall be constituted as follows:

17.1.1. the President.

17.1.2. the Vice President;

17.1.3. 8 (eight) representatives to represent the Regions;

17.1.4. seven (7) Co-opted members who, by virtue of their expertise, experience and interest in the objects of VORIOSA may be appointed by the President to represent:

1.17.1.4. Academics;

1.17.2.4. Religious Groups;

1.17.3.4. Political Commentators;

1.17.4.4. The Press/ Media;

1.17.5.4. Human Rights Bodies;

1.17.6.4. Public Interest Groups; and

1.17.7.4. Legal Practitioners.

17.1.5. the Director, Company Secretary and Finance Manager who are ex officio members of the Board and appointed by the Board.

17.2. The term of office of a Board member shall be five (5) years.

17.3. A Board member may not serve more than two consecutive terms on the Board unless specifically decided as such by the Board.

- 17.4. Board members shall not be paid for their services. They may, however, be reimbursed for their travelling and other expenses incurred by them in the execution of their duties if funds are available.

## **18. POWERS AND DUTIES OF THE BOARD**

### **18.1. The President**

- 18.1.1. The President convenes and chairs the meetings of the Board and the Annual General Meeting;
- 18.1.2. Enforces compliance with the provisions of the Constitution of VORIOSA and the Board Charter;
- 18.1.3. Signs the minutes of meetings after confirmation;
- 18.1.4. Generally, exercises supervision over the affairs of VORIOSA;
- 18.1.5. Prepares a comprehensive annual report on the activities of VORIOSA. Such report shall represent all the activities which took place during the President's tenure in office;
- 18.1.6. Generally, performs such other duties as by usage and custom pertain to the President's office.

### **18.2. The Vice – President**

- 18.2.1. The Vice –President shall assume the role of acting President in the absence or incapacitation of the President or by assignment of the President or the Board.
- 18.2.2. The Vice President shall support the President in the execution of his/her duties.

### **18.3. The Board**

The Board shall, subject to the provisions of this constitution:

- 18.3.1. act in good faith and discharge its fiduciary duties with the utmost skill and care.
- 18.3.2. formulate policy and give strategic direction to the Organisation.
- 18.3.3. transact such other business as it may deem necessary or appropriate.
- 18.3.4. collect funds by any lawful fund-raising methods for carrying out the aims for which VORIOSA is established.
- 18.3.5. ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the Annual General Meeting.
- 18.3.6. amend this Constitution and ensure that all amendments made to the Constitution are duly adopted.
- 18.3.7. appoint the Director, the Company Secretary and the Finance Manager as office bearers and determine their duties.
- 18.3.8. generally, do all things it may deem necessary to ensure that VORIOSA achieves the objects and is run ethically and effectively and in the public interest as per the Board Charter.

### **19. INTERESTS OF BOARD MEMBERS TO BE DECLARED**

No Board member shall be disqualified by virtue of his/her office from contracting with VORIOSA, whether as a vendor or otherwise. The Board member shall declare full details of his/her interest to the Board or Regional Patriotic Committee prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

## **20. BOARD MEETINGS**

- 20.1. The Board shall meet at least six (6) times each year.
- 20.2. The Board shall, at one of the six (6) meetings, convene a special meeting which shall be regarded as the Annual Meeting of the Board.
- 20.3. The President, in consultation with the Executive Committee, may convene additional meetings of the Board if he/she deems it necessary to do so.
- 20.4. The quorum at any meeting shall be sixty (60%) percent.
- 20.5. The Director shall supply a copy of the board pack and agenda to each member at least one week prior to a meeting.
- 20.6. A meeting may be adjourned and postponed to a date to be determined by the members present, if within one and a half hours after the time appointed for a meeting a quorum in terms of Clause 20.4 is not present.
- 20.7. If there's no quorum, the meeting must reconvene within 21 days of the original date. If there is still no quorum, the meeting proceeds and decisions made there shall be binding.
- 20.8. Voting shall be by simple majority and on show of hands. The President of the Board shall have a casting vote in the case of an equality of votes on an issue.

## **21. ELECTION OF BOARD**

- 21.1. The founder and visionary of VORIOSA will act as the President of the Organisation until such time that the Board decides otherwise;
- 21.2. The Board members shall appoint the Vice President from among themselves.

- 21.3. The eight (8) members to represent the Regions on the Board shall be nominated and motivations presented by the Regional Patriotic Committees to the Board for the Board to appoint by a simple majority.
- 21.4. The seven (7) members will be co-opted by the President after consultation with the Board by virtue of their expertise, experience and interest in the objects of VORIOSA.
- 21.5. The Board shall appoint the Director, the Company Secretary and the Finance Manager to be the three (3) Ex Officio Board members.
- 21.6. The Board shall fill vacancies when necessary and such vacancies on the Board shall be dealt with as provided for in this Constitution.

## **22. TERMINATION OF BOARD MEMBERSHIP**

- 22.1. Membership of Board shall terminate as follows:
  - 22.1.1. on expiry of the member's term of office or on termination of his/her membership of VORIOSA, or
  - 22.1.2. by written resignation delivered to the Board, or
  - 22.1.3. if any member has not come to three (3) successive meetings and has not apologised or given a good excuse, accepted by the Board, unless the Board condones the absence: In the case of the National Patriotic Committee representative, the Board shall inform the National Patriotic Committee, and ask it to appoint a substitute.
  - 22.1.4. if a member is guilty of any serious, misconduct or deliberate negligence in the discharge of his/her duties in accordance with any provisions of this Constitution.
  - 22.1.5. if a member has behaved in a manner that, in the discretion of the Board, has placed VORIOSA's standing into disrepute.

22.2. The President, Vice President or any other Board member may be removed from office for the above, or for any other reasons by the decision of two-thirds (2/3) vote of Board personally present at a meeting. The notice of the meeting must state that such a proposal is on the agenda, and the officer or member must be allowed to address the Board at a meeting if he/she so wishes.

### **23. EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES**

23.1. The President, Vice President, Director, Company Secretary, Finance Manager and five (5) Regional Patriotic Committee Board Members, shall constitute an Executive Committee to deal with urgent matters which arose between the Board Meetings, and day to day business, including staff matters, disciplinary hearings and grievance procedures and obtaining professional help for any purpose. The committee shall decide on its own procedures.

23.2. The appointment of the Executive Committee referred to in the preceding clause shall be effected by the Board.

23.3. The Board may appoint and delegate functions to standing and other committees as and when it deems necessary.

23.4. A copy of all minutes of all sub-committees shall be sent to the President.

### **24. THE DIRECTOR**

24.1. The Board shall appoint and be entitled to delegate its powers to the Director.

24.2. The Director shall be appointed on a performance contract for a period of three (3) years, which contract may be renewed at the discretion of the Board.

- 24.3. Subject to the discretion and control of the Board, the Director shall in terms of his/her contract of employment, have the power and functions to perform the following:
- 24.3.1. to manage the affairs of VORIOSA towards its primary objectives;
  - 24.3.2. plan, coordinate, and control the daily operation of VORIOSA with the assistance of the staff;
  - 24.3.3. establish current and long term goals, objectives, plans and policies subject to the approval of the Board;
  - 24.3.4. meet with VORIOSA's other executives to ensure that operations are being executed in accordance with VORIOSA's policies;
  - 24.3.5. oversee the adequacy and soundness of VORIOSA's financial structure;
  - 24.3.6. review operating results of VORIOSA, compare them to established objectives, and take steps to ensure that appropriate measures are taken to correct unsatisfactory results.
  - 24.3.7. plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures, the acquisition of new projects, with approval of the Board;
  - 24.3.8. establish and maintain an effective system of communications throughout VORIOSA.
  - 24.3.9. represent VORIOSA with major sponsors, members, the financial community, and the public in consultation with the President.
  - 24.3.10. perform all other duties as the Board may direct from time to time.

## **25. ANNUAL GENERAL MEETING OF PATRIOTS**

- 25.1. An Annual General Meeting of the Patriots of VORIOSA shall be held not later than March each year. The financial year shall be from 1<sup>st</sup> March to 28 February each year.
- 25.2. The agenda of the Annual General Meeting shall include:
  - 25.2.1. minutes of the previous meeting - to be approved and signed;
  - 25.2.2. the President's report (including constitutional changes, if any, to be read out by the President and discussed);
  - 25.2.3. the Director's report – including the audited Annual Financial Statements;
  - 25.2.4. the Auditor's name and address to be read out;
  - 25.2.5. names of the Board members to be read out;
  - 25.2.6. resolutions regarding general policy to be discussed; and
  - 25.2.7. any other business allowed by the President.
- 25.3. Written notice of the Annual General Meeting shall be sent to members at least twenty-one (21) days before the date of the meeting together with the agenda of the meeting provided that the non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 25.4. Resolutions to be moved at an Annual General Meeting of VORIOSA shall be proposed and seconded by two (2) members in good standing and shall reach the Board by no later than January 31<sup>st</sup>. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.

- 25.5. A simple majority shall carry any motion at an annual general meeting of VORIOSA except that resolutions for the alteration of the Constitution or the dissolution of VORIOSA shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.
- 25.6. An extraordinary general meeting of members of VORIOSA may be called by the Board to consider matters of urgency or of particular importance to the Organisation. Ten (10) days' notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.
- 25.7. The President or failing him/her, the Vice President, shall chair all meetings of VORIOSA. In the absence of the President or Vice President or on their request, the meeting shall appoint a chairperson for that meeting.
- 25.8. The quorum for all members' meetings shall be hundred (100) persons or five percent (5%) whichever be the greater, of the members in good standing present in person or proxy.
- 25.9. If within thirty (30) minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14<sup>th</sup>) working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.
- 25.10. The Board may convene other Members' General Meetings.

## **26. NOTICES, VOTING AND CHANGE OF PERSONAL DETAILS**

Unless otherwise provided in this Constitution:

- 26.1. Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact details as recorded in the register, by post or by phone, fax or other electronic means.

- 26.2. Decisions shall be taken by the vote of the majority of those persons present in person and entitled to vote at the meeting.
- 26.3. Voting shall be by show of hands or by written ballot if so decided by the meeting concerned.
- 26.4. A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic.
- 26.5. Only paid up members may vote at members' meetings, unless the chairperson at that meeting condones non-payment for the purpose of voting.
- 26.6. Members shall be responsible for notifying VORIOSA of any changes in their contact details.

## **27. REGIONS**

- 27.1. The Board shall call a general meeting of the Patriots in the area where a Region is to be formed to approve the formation of a Region and to elect a Regional Patriotic Committee to manage the affairs of the Region.
- 27.2. A Regional Patriotic Committee shall consist of at least ten (10) and not more than twenty-five (25) members. It may co-opt persons until the following AGM, to fill vacancies, or to contribute useful skills, such as for a financial and/or a legal adviser.
- 27.3. The Regional Patriotic Committee shall appoint a Chairperson, a Secretary and a Chief Organiser from their number.
- 27.4. A Regional Patriotic Committee member may not serve for a continuous period of more than five (5) years unless the Board so approves.

- 27.5. The period between Annual General Meetings shall be deemed to be one (1) year.
- 27.6. A co-opted member shall be eligible for election to the Board if nominated.
- 27.7. At least one (1) month before the Annual General Meeting of the Region, the Regional Patriotic Committee shall call for nominations to fill the vacancies on the Committee. Nominees shall be members of the Region in good standing, provided that the nominee shall have been a member of VORIOSA for at least six (6) months and provided further that the written agreement of the nominee shall be obtained before the nomination is submitted to the Regional Patriotic Committee.
- 27.8. The rule of six (6) months membership shall not apply in the case of the election of the first committee of a newly formed Region.
- 27.9. At the Annual General Meeting of the Region, the names of the nominees shall be announced. If there are more nominations than vacancies, a secret ballot shall be held for the election of the number of committee members required.
- 27.10. The meeting shall appoint two independent people to count the votes and they shall announce the results.
- 27.11. Members of a Regional Patriotic Committee shall cease to be members of the committee if they are not in good standing or if they fail to attend three (3) consecutive committee meetings without apology or condonation or if for any reason their membership of VORIOSA is terminated.

**28. RESPONSIBILITIES OF REGIONAL PATRIOTIC COMMITTEE**

- 28.1. The responsibilities of the Committee shall be:
  - 28.1.1. to manage the affairs of the Region subject to the procedure established by the Board.

- 28.1.2. to elect a Chairperson of the Committee at the first committee meeting after the AGM from among its committee members;
  - 28.1.3. to appoint a Secretary and a Chief Organiser from among its members;
  - 28.1.4. to submit a quarterly report to the Board covering the activities and finances of the Region;
  - 28.1.5. to establish sub-committees to deal with specific issues. The chairpersons of such sub-committees shall be members of the Regional Patriotic Committee in good standing;
  - 28.1.6. to adhere to the Constitution and to the standing rules of the VORIOSA;
  - 28.1.7. to account to the Board for the control of its financial affairs;
  - 28.1.8. to supply the Board with copies of accounts and minutes and other such information as may be requested by the Board;
- 28.2. The Chairperson, the Secretary and the Chief Organiser shall keep the Board fully informed of its affairs.
- 28.3. A Region shall be bound by the provisions of this Constitution and all amendments to it and shall conform to the spirit of this Constitution.
- 28.4. A Region shall be established in respect of a particular geographic area and shall use the name prescribed for it by the Board.
- 28.5. The Board may by agreement of seventy-five percent (75%) of its voting members at any time dissolve a Region, after consultation with the Regional Patriotic Committee.

## 29. REGIONAL MEETINGS

- 29.1. A Regional Patriotic Committee shall meet as often as it decides provided that it shall meet not less than ten (10) times per year.
- 29.2. A special resolution of the Regional Patriotic Committee may be called at the request of twenty-five percent (25%) of the members of the committee provided that the business to be conducted at such a meeting shall be fully motivated.
- 29.3. Notices of Regional Committee meetings shall be given in accordance with the standing rules of VORIOSA, provided that non-receipt of a notice by a Regional Committee member shall not invalidate the business transacted at a meeting.
- 29.4. The quorum for Regional Patriotic Committee meetings shall be thirty percent (30%) of the members of the committee.
- 29.5. The Regional Patriotic Committee shall convene an Annual General Meeting for the members of the Region no later than the end of February each year.
- 29.6. Written notice of the Annual General Meeting shall be sent to Regional members at least twenty-one (21) days before the date of the meeting together with the agenda of the meeting provided that non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 29.7. The quorum for the Annual General Meetings of the members of a Region shall be thirty percent (30%) of the membership of the Region in good standing present in person or by proxy.
- 29.8. Resolutions to be moved at an Annual General Meeting of the members of a Region shall be proposed and seconded by two (2) members in good standing and shall reach the Regional Patriotic Committee by no later than December 31<sup>st</sup>. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.



- 29.9. A simple majority shall carry any motion at an Annual General Meeting of the Region.
- 29.10. The agenda of the Regional Annual General Meeting shall include:
- 29.10.1. minutes of the previous meeting - to be approved and signed;
  - 29.10.2. the Chairperson's report (including proposed constitutional changes, if any, to be read out by the Chairperson and discussed as well as the financial position of the Region);
  - 29.10.3. names of the Regional Patriotic Committee members to be read out;
  - 29.10.4. resolutions regarding general policy to be discussed; and
  - 29.10.5. any other business allowed by the Chairperson.
- 29.11. A special general meeting of a Region may be called by a majority of members in good standing provided that the business to be transacted at such a meeting shall be fully motivated. The notice of such meeting and the quorum required shall be thirty percent (30%) of members.
- 29.12. The Chairperson of the Regional Patriotic Committee shall preside at all meetings of the Region. In the absence of the Chairperson, the meeting shall elect a chairperson from among their number.
- 29.13. If within thirty (30) minutes of the time appointed for any general meeting of the Region, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14<sup>th</sup>) working day after the original date of the meeting. Written notice of such an adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.

### **30. AMENDMENT OF THE CONSTITUTION**

- 30.1. This Constitution may be revised or amended by two thirds (2/3) of the members of Board present at a Board meeting convened for the purpose.
- 30.2. The proposed amendment shall be included in the agenda. Notice of the proposed amendment shall be given to each Board member twenty-one (21) days prior to the Board meeting at which the amendment shall be considered, unless every voting member waives notice.
- 30.3. A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of VORIOSA. If any member objects he/she must inform the Board in writing, giving his/her reasons and the suggested alternative, not later than seven (7) days before the meeting. If ten percent (10%) of the members object to the amendment in writing; the decision will be delayed to a general meeting. This provision shall not apply to formal amendments made by the Board to clarify or improve procedure, or to meet the requirements of legislation.
- 30.4. The amendment shall be reported to members at the following AGM and a copy of the amendments and the constitution shall be available for inspection. Hard copies of the amended constitution shall be available for members on payment of the specified fee, if any.
- 30.5. A special General Meeting of Members may be convened to review and amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than seventy-five percent (75%) of the members voting in person or proxy.
- 30.6. Amendment to the Constitution shall be submitted to the relevant regulatory authorities for safe keeping or further processing.
- 30.7. Amendments to the Constitution shall be made available on VORIOSA's website for access to the general membership.

## **31. INDEMNITY**

VORIOSA shall be deemed to indemnify and hold each Board or Committee member and each office-bearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against him/her, whether individually and/ or jointly and severally, arising out of or in connection with the administration of the Organisation, save and except where the claims and/or actions are caused by the personal wilful bad faith or fraud of such office bearer or Board or Committee member.

## **32. DISPUTE RESOLUTION**

32.1. In the event of any dispute arising out of the interpretation and application of this Constitution, or such other incidental matters, the structure declaring the dispute shall notify the other in writing in a manner provided for under this Constitution.

32.2. The notice of the dispute must in the minimum contain the following:

32.2.1. issues in dispute

32.2.2. the nature of the dispute – whether it is procedural or substantive

32.2.3. the period during which such issues pertained

32.2.4. whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Organisation.

32.3. On receipt of the notice by the structure declaring a dispute, both structures must endeavour in good faith to resolve the dispute expeditiously using any of the recognised alternative dispute resolution methods.

32.4. If both structures do not agree within seven (7) days of receipt of the notice as to:

- 32.4.1. the dispute resolution method and procedure to be adopted;
- 32.4.2. the timetable for all steps in those procedures;
- 32.4.3. the selection and compensation of independent person/s required to conduct the alternative dispute resolution;

then the dispute shall be referred to the Board for a decision.

### **33. DISSOLUTION**

33.1. Provided that two thirds (2/3) of the members present in person or by proxy and entitled to vote so agree at a general meeting of members duly called for that purpose:

33.1.1. VORIOSA may be dissolved, or

33.1.2. VORIOSA may resolve to amalgamate and merge with one or more similar organisation with aims which are substantially similar to those of the Organisation, in such manner as the members present at the meeting deem fit, in order to establish a new organisation which will generally benefit the citizens of South Africa.

33.2. On passing a resolution to amalgamate and merge:

33.2.1. an interim committee with the power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure.

33.2.2. the interim committee shall have power to exercise all the powers of the Board and the power to do all things necessary to effect such amalgamation, including the amalgamation of Regions, and to determine the date upon which assets and liabilities of VORIOSA shall be vested in such new organisation and when a Region or VORIOSA shall cease to exist. The

interim committee shall have the power to register all assets of VORIOSA in the name of the new organisation, and to substitute the new organisation as debtor in regard to any one or more debts and contingent liabilities and obligations of the Organisation.

33.2.3. a new board shall be elected to replace the interim committee not later than the first subsequent annual general meeting of VORIOSA or of the organisation resulting from the merger (referred to as the “**new organisation**”) as the case may be.

33.2.4. any surplus assets after the liabilities have been met shall vest in the new organisation.

33.3. On dissolution and winding up:

33.3.1. an interim committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies.

33.3.2. all assets shall be sold and liabilities discharged.

33.3.3. any surplus after the liabilities have been met shall be donated to an organisation with similar aims to those of VORIOSA which is itself exempt from the payment of income tax and the decision as to which organisation shall receive the funds shall be agreed at the meeting at which the dissolution of VORIOSA is decided.

**34. SIGNATURES**

A handwritten signature in black ink, appearing to read "G. Hayashi", is written above a horizontal line.

PRESIDENT

SIGNED ON THIS   25   DAY OF   MAY   2016