

**LIFELINE PIETERMARITZBURG****CONSTITUTION****1. NAME**

The name of the Association shall be Life Line Pietermaritzburg, hereinafter referred to as "the Association".

**2. NATURE**

The Association shall be a voluntary non-profit making organization and shall operate in the interest of the well being of the people, regardless of race or creed, in its area of operation set out below.

**3. AREA**

The Association shall be entitled to operate and function in the areas of jurisdiction of the uMgungundlovu District Municipality; the Sisonke District Municipality; the uThukela District Municipality; the Amajuba District Municipality; and the Umzinyathi District Municipality, and shall be entitled to raise funds from the public and from all spheres of government for those areas.

**4. OBJECTIVES**

The objectives of the Association are:-

- 4.1. to establish, conduct and maintain a 24 hour supportive counseling service and a crisis intervention service for members of the community who are in need thereof;
  - 4.2. to promote active support systems as well as a deeper community involvement;
- and,

- 4.3. to do any other such thing as may be necessary to promote or which may be incidental to the promotion of, all or any of the aforesaid objectives.

## 5. **ATTAINMENT OF OBJECTIVES**

The objectives of the association, as embodied in clause 4 above, shall be attained, *inter alia*, by:-

- 5.1. Training and maintaining training of persons to conduct the services referred to in clause 4; and in this respect establish a fund for the sole purpose of receiving donations to be used exclusively for educational and training purposes.
- 5.2. Referring members of the community who are deemed to be in need of further assistance or treatment to specialized persons, agencies or services who are qualified and equipped to handle such cases.
- 5.3. Publicising and promoting generally the aims of the Association to the community by means of lectures, exhibitions, meetings, classes, conferences, pamphlets, newspapers, periodicals, books, leaflets and otherwise howsoever.
- 5.4. Promoting and maintaining effective co-operation with Government, Provincial and Local authorities and with interested agencies, societies, churches, organizations and other institutions to promote the aims and objects of the Association.
- 5.5. Raising and administering funds for the promotion and support of Life Line Pietermaritzburg in accordance with the requirements of the Fundraising Act.
- 5.6. Obtaining exemption from income tax in terms of section 10(1)(f) of the Income Tax Act.

## 6. **AFFILIATION AND ACCREDITATION**

## **6.1. Affiliation**

- 6.1.1. The Association shall seek to affiliate with the Life Line Southern African subject to the provisions of Clause 16 and to foster the growth of a Life Line Movement, as a body for Christian based lay-service within the Community emphasizing the importance of discipline and training, subject to the provisions that the Association shall at all times be an autonomous body and not a branch of or under the control of Life Line Southern Africa.

## **6.2. Accreditation**

The Association shall have the following special powers:-

- 6.2.1. To determine the form and basis of accreditation of any local centres under Life Line Pietermaritzburg, provided that the Board is satisfied that the applicant has the intention and ability to maintain minimum standards.
- 6.2.2. To approve or refuse to approve the name chose by the applicant for the proposed satellite centre.
- 6.2.3. To grant, refuse, renew or cancel provisional accreditation to any satellite centre.
- 6.2.4. To grant, refuse, renew or cancel accreditation to any satellite centre.
- 6.2.5. To determine the annual provisional accreditation and accreditation fees payable to the Association.
- 6.2.6. To require the delivery of all funds, books, records and other documents relating to a local centre which, for any reason, ceases to be accredited to the Association.

## 7. MEMBERSHIP

### 7.1. Categories of Membership

Membership of the Association shall be awarded at the discretion of the Board and / or the Director under the following categories:-

- 7.1.1. **Counsellor** – upon having successfully completed a Life Line training course for counsellors, having been selected according to due process and having understood and signed the Life Line Pledge. In addition, the annual fee to be determined by the Board from time to time will become due by the member.
- 7.1.2. **Honorary** – Honorary membership is honorary membership conferred by the Board; and,
- 7.1.3. **Friend of Life Line** – Friend of Life Line membership is granted to persons who have been invited to join the Association by the Board and who have paid the annual fee to be determined by the Board from time to time.

### 7.2. Rights, Duties and Privileges of Membership

- 7.2.1. All members in good standing (i.e. a member whose annual fee is not outstanding) and Honorary members shall be entitled to attend all annual general or special general meetings of the Association and will be entitled to speak and vote at such meetings.
- 7.2.2. All members shall be entitled to attend such lectures, demonstrations or courses as may be arranged by the Association, and shall be entitled to receive such periodicals or pamphlets as the Association may issue from time to time.

- 7.2.3. Any notice or communication of whatever kind to members shall be addressed to a member at the address registered with the Director of the Association and shall be deemed to have been received by him or her 10 days after posting.
- 7.2.4. The onus shall be on a member to ensure that the Director has his or her correct postal address.
- 7.2.5. Every member shall be entitled to receive a copy of the Annual Financial Statements and Reports of the Association and copies of the Minutes of Meetings of members and the Board, should they request same from the Director or other custodian thereof, who shall be obliged to produce such documents.
- 7.2.6. No member shall have any right, title or interest to or in the property, assets or funds of the Association nor shall any member, by virtue of such membership, incur any personal liability or any nature whatsoever in respect of any claim made or action brought against the Association.

### **7.3. Termination of Membership**

A member shall cease to be a member of the Association:-

- 7.3.1. At the discretion of the Board, if he or she fails to pay his or her membership fee within fourteen (14) days of a notice being addressed to him or her by the Director calling upon him or her to do so and informing him or her that his or her membership shall terminate if the membership fees are not paid within the said period of fourteen (14) DAYS.

- 7.3.2. One calendar month after he or she notifies the Director in writing that he or she resigns his or her counselor membership (as defined in 7.1.1).
- 7.3.3. After he or she notifies the Director in writing that he or she resigns his or her Friend of Life Line Membership.
- 7.3.4. If the member is found by a Disciplinary Enquiry Panel in terms of the Life Line Disciplinary Procedure for this purpose, to have engaged in misconduct, and the finding of the Panel as to the appropriateness of a sanction for such misconduct is that the member's membership be terminated.

#### **7.4. Appeal Against Termination of Membership**

- 7.4.1. any appeal against the decision of a Disciplinary Enquiry Panel to terminate the membership of a member shall be dealt with by arbitration in terms of the procedure set out in the Life Line Disciplinary Procedure;
- 7.4.2. a member whose membership has terminated as provide for in 7.3 above;
- 7.4.3. remain liable for such payments, fees and subscriptions still due and unpaid by him or her; and,
- 7.4.4. shall not be entitled to recover any sums by reason of the termination or suspension of his or her membership prior to the end of the year in which his or her membership terminates.

## 8. ANNUAL GENERAL MEETING

8.1. An Annual General Meeting of members of the Association shall be held as soon as possible after the end of each financial year, but in any event not later than the 31<sup>st</sup> July of the year in which the financial year end occurs.

8.2. At least thirty (30) days prior to such meeting notice thereof shall be placed on view in Life Line House to all members provided that inadvertent omission to give such notice to any member or non-receipt of such notice by a member shall not invalidate any proceedings at such meeting.

8.3. The business of the Annual General Meeting shall be:-

8.3.1. to confirm the minutes of the previous meeting;

8.3.2. the Chairperson's report;

8.3.3. the audited financial statements;

8.3.4. the Director's report;

8.3.5. the appointment of an auditor as provided for in the Constitution (14.4); and,

8.3.6. The election of a Board as provided for in this Constitution.

### 8.4. **Nomination**

8.4.1. Nominations for members and non-Life Line members of the Board, as set out under 11.1, duly signed by a proposer and seconder, each being a member of the Association and together with the written acceptance of the nominee, must be received by the Association not less than fourteen (14) days prior to the annual general meeting, and

the names of the candidates so nominated shall be placed on view in life Line House at least 7 days prior to the annual general meeting.

- 8.4.2. Should there be more nominations than the number of vacancies to be filled on the Board, an election shall be held by secret ballot by members whose votes recorded by means of ballot papers shall be lodged with the Association at or prior to the annual general meeting and all such votes shall be deemed to be cast at such general meetings.

**8.5. Special Resolution**

Any special resolution which a member or members wish to put at an Annual General Meeting, shall be lodged with the Association in writing not later than fourteen (14) days before the date of such Annual General Meeting, which notice will be placed on view in Life Line House at least twelve (12) days prior to the annual general meeting, together with the relevant notice and agenda for the annual general meeting.

**9. SPECIAL GENERAL MEETINGS**

- 9.1. A Special General Meeting of members of the Association:-

9.1.1. May be called at any time by the Board; and,

9.1.2. shall be called by the Director upon the written request of not less than fifteen (15) members of the Association, or, if the total number of members in the Association at the time is twenty (20) or less, upon the written request of not less than one third of the members of the Association.

- 9.2. At least twenty one (21) days notice of a Special General Meeting shall be given to members and the notice shall set out the purpose and business to be conducted at such meetings.



- 9.3. No Business other than that stated in the notice shall be conducted at a Special General Meeting.

## 10. PROCEDURE AT AN ANNUAL OR SPECIAL GENERAL MEETING

### 10.1. Quorum

10.1.1. A quorum of fifteen (15) members shall be present at an Annual or Special General Meeting before the Chairperson may open proceedings, or, if the total number of members in the Association at the time is twenty or less, a quorum of one third of the members shall be present.

10.1.2. In the event of a quorum not being present 20 minutes after the advertised starting time of the meeting, the meeting shall be adjourned for one week and, if necessary, further periods of one week until a quorum is present at the first or subsequent adjourned meetings.

### 10.2. Voting

10.2.1. Every member who is entitled to vote and who is present at a General Meeting shall be entitled to cast one vote.

10.2.2. Apart from the election of Board members, voting shall be by a show of hands unless any member requests that a ballot be held. All decisions, apart from the election of the Board members, will be determined by a simple majority unless any specific provision of the Constitution provides otherwise.

10.2.3. Written proxies will be permitted provided they are received timeously before the opening of the meeting.

10.2.4. In the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

**10.3. Adjournment**

A general meeting may be adjourned once to such time as the majority of members direct provided that:-

10.3.1. no business shall be considered at such adjourned meeting which could not have been transacted at the original meeting; and,

10.3.2. that no notice of such adjournment need be given to members.

**10.4. Minutes**

10.4.1. The Chairperson shall cause minutes to be kept of all Annual and Special General Meetings.

**11. GOVERNMENT AND CONTROL OF THE ASSOCIATION**

**11.1. The Board**

The government and control of the Association shall be vested in a body entitled "The Board" which has the power and authority to manage the business affairs, activities and property of the Association and to do any act, matter or thing which could or might be done by the Association. The Board, which immediately after its election shall nominate Board members to fill the portfolios of Chairperson, Vice-Chairperson, Secretary and Treasurer, shall comprise of the following persons:

11.1.1. the Director; and,

11.1.2. not less than six and not more than ten (10) members, of whom:-

- 11.1.2.1 not more than two persons, who need not be members of the Association, are nominated to serve on the Board by other members of the Association because of their expertise or standing in the community and their concern for the programmes of the Association; and,
- 11.1.2.2 employees other than the Director, may at the discretion of the Chairperson, attend meetings of the Board and participate in its deliberations, but shall not be entitled to vote.
- 11.1.3. The Board shall have the power to appoint such committees, sub-committees or ad-hoc committees as it may deem necessary. Sub-committees and ad-hoc committees shall always have as a member at least one member of the Board.
- 11.1.4. The Board shall, at its first regular meeting after having constituted, appoint a sub-committee to be known as the Personnel Committee, consisting of the Chairperson or Vice Chairperson of the Board, the Director and one member either having special expertise in the field of human resources or possessing good interpersonal skills. However, should any of the above be a party to any investigation referred to it by the Board in terms of this Constitution, a replacement, acceptable to both parties, will be appointed.
- 11.1.5. The Board shall have the power to delegate so much of its powers to the Director or to a committee, a sub-committee or an ad-hoc committee as it deems expedient.

#### Board Members

- 11.1.6. Nominations for Board members should be circulated to the members as previously provide in terms of this constitution.

- 11.1.7. The members of the Board referred to in clause 11.1.2.1 may be co-opted to the Board at any time and they shall hold office until the close of the next Annual General Meeting and shall be eligible to be co-opted for a further term of terms.
- 11.1.8. One half of the elected members of the Board shall retire at each Annual General Meeting, but shall be eligible for re-election. In the event of the number of elected members not being a multiple of two, the number to retire shall be the highest multiple of two contained in the number of elected Board members. The Board members to retire, shall be those being continuously in office for the longest period since they were last elected.
- 11.1.9. Notwithstanding the above, no member shall serve on the Board for a period in excess of six consecutive years.
- 11.1.10. Any member of the Board except the Director, may be removed from his or her position by a special resolution passed by a majority of votes at a General Meeting of the Association.

Chairperson and Vice-Chairperson

- 11.1.11. The Vice-Chairperson shall take the chair in the absence of the Chairperson at the meetings of the Association or of the Board and shall act as Chairperson during the absence or incapacity of the Chairperson. If both the Chairperson and Vice-Chairperson are absent from a meeting of the Board, the members present shall elect a person from among themselves to preside at such meetings. Any person so elected shall exercise at, or in connection with, such meeting all the power and perform all the duties of a Chairperson.

11.1.12. In the event of the Chairperson resigning as such, the Vice-Chairperson shall become the Chairperson of the Association until the next Annual General Meeting.

11.1.13. In the event of the Vice-Chairperson resigning as such, the Board shall appoint a Vice-Chairperson from among its own members to hold office until the next Annual General Meeting.

11.1.14. In the event of the Chairperson and the Vice-Chairperson being removed from office at a General Meeting of the Association, the General Meeting shall elect a new Chairperson and Vice-Chairperson in their places to hold office until the next Annual General Meeting.

11.1.15. In the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

**11.2. Co-Option**

11.2.1. The Board shall have power to co-opt members to fill vacancies in the ranks of the elected or co-opted members of the Board.

**11.3. Meetings**

11.3.1. The Board shall meet at such intervals as it may deem necessary. Periods between meetings shall, however, not exceed two (2) months.

11.3.2. Any member of the Board who, without leave of absence obtained from the Chairperson or adequate reason, fails to attend three consecutive meetings of the Board of which due notice shall have been given, shall be deemed to have resigned with effect from the end of the third meeting which he or she so fails to attend.

- 11.3.3. The Board shall keep minutes of all its meetings, including meetings of sub-committees and ad-hoc committees.
- 11.3.4. A quorum of five members, of which at least one must be the Chairperson, Vice-Chairperson or Director, shall be required at any meeting of the Board.
- 11.3.5. The Director or any other staff member may not participate in any proceedings of the Board at which his or her remuneration are deliberated.
- 11.3.6. A notice conveying a meeting of the Board at which it is intended to discuss the appointment, continued employment or dismissal of a Director, need not be given to the Director. Such a meeting, notwithstanding the fact that the Director has not been given notice of the meeting, shall be deemed to be a properly constituted meeting of the Board.

## **12. THE DIRECTOR AND STAFF**

- 12.1. The Board shall from time to time, appoint a Director, with remuneration.
- 12.2. The Board may employ such officers or staff as it may deem necessary to attend to the affairs of the Association.
- 12.3. The Director shall, after consultation with the Personnel Committee, appoint the officers and staff referred to in clause 12.2 above on such conditions as the Board shall approve and shall have the power, after following procedures laid down in clause 12.4 below, to dismiss officers and staff.
- 12.4. Should it be deemed necessary to take disciplinary action against a Director or any other member of staff, then such action shall be subject to and in accordance with the Life Line Disciplinary Code and Procedure.

- 12.5. The function of the Director shall be generally to represent the Association, to execute the policy decisions of the Board, the general administration of any centre which may be established by the Board and co-ordinate the activities of the members and staff.
- 12.6. The Director may delegate so much of his or her functions to any other employee of the Association or to any sub-committee or ad hoc committee as the Board may approve, in accordance with agreed job description.

### 13. **EXTERNAL POWERS OF THE BOARD OF MANAGEMENT**

#### 13.1. **Powers**

The Board shall be vested with power generally to promote the objects for which the Association is established and shall be entitled, *inter alia*, and without affecting the generality of this clause.

- 13.1.1. to acquire by purchase, lease or otherwise movable or immovable property and to sell, mortgage or otherwise deal or dispose thereof;
- 13.1.2. to borrow money on such terms and conditions as it may deem fit, and to secure the payment of money so borrowed in any manner, including the mortgaging of immovable property;
- 13.1.3. to enter into agreements;
- 13.1.4. to instate and defend legal proceedings in any court of law in the name of the Association and for the purpose to sign and execute any power of attorney;
- 13.1.5. to discharge debts and liabilities by payment or otherwise and to incur liability for debts and to make payment thereof;

- 13.1.6. to open banking and financial institution accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business of the Association;
- 13.1.7. to invest and deal with the funds of the Association provided that such funds may only be invested in financial institutions as defined in Section 1 of the Financial Institution (Investment of Funds) Act, 1984, or in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985;
- 13.1.8. to appoint such attorneys, agents, auditors, secretaries and brokers as it may consider fit; and,
- 13.1.9. to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

**13.2. Limitation of Power**

The Association shall not have the power to carry on any business which includes, *inter alia*, ordinary trading in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.

**14. FINANCE**

- 14.1. Bank and financial accounts shall be opened and operated in the name of the Association, and shall be operated upon the signature of not less than two persons, one of whom shall be a member of the Board.
- 14.2. The Board shall keep proper books and records of all the financial business of the Association and shall submit audited financial statements for the preceding financial year to the Annual General Meeting.



14.3. The financial year of the Association shall end on the last day of February each year.

14.4. **Appointment of Auditor**

14.4.1. An auditor, who shall be a public accountant and auditor and who may not be a member of the Board shall be appointed at the Annual General Meeting of the Association.

14.4.2. No Auditor may be replaced without a special resolution to that effect having been passed at an Annual General Meeting.

15. **PROPERTY**

All property, movable or immovable, in which the Association may have any rights shall be vested in the Association and shall, where appropriate, be registered in the name of the Association.

16. **AMENDMENT OF CONSTITUTION**

This Constitution may only be amended, added to or deleted from by a two-thirds majority of members present at any Annual General Meeting or at a Special General Meeting called for the specific purpose, provided that:

16.1. If the proposed amendments, additions or deletions are to be proposed by a member who is not a member of the Board, written notice of the proposed amendments, additions or deletions must be delivered to the Chairperson not less than fourteen (14) days before the date of the meeting at which the proposals are to be moved.

16.2. The terms of the proposed amendments, additions or deletions are placed on view in Life Line House not less than twelve (12) days prior to the date of the meeting.

16.3. A copy of the so amended Constitution be submitted to the Commissioner of Inland Revenue and the Commissioner does not rule that such amendment, deletion or addition is in conflict with the provisions of the Income Tax Act No. 58 of 1962 (as amended) in terms of Section 10(1)(f) of which act is granted exemption from Income Tax.

16.4. A copy of the so amended constitution be submitted to the Director of Welfare.

## 17. **DISSOLUTION**

17.1. The Association may be dissolved if at least two-thirds of the members present and voting at the general meeting of members convened for the purpose of considering such matters are in favour of dissolution.

17.2. Not less than twenty one (21) 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.

17.3. 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.

17.4. If upon dissolution of the Association there remains any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or be distributed among its members but shall be given to a non profit making organization(s) with similar objectives in Kwa-Zulu Natal provided they are themselves exempt from income tax in terms of Section 10(1)(f) of the Income Tax Act.

Amended formally at AGM : July 2008