

**CONSTITUTION  
OF  
THE HOUSE GROUP  
2003**



PO BOX 901468, Bertsham,  
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<http://thehousegroup.org>

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# Constitution of The House Group

## ARTICLE 1. NOMENCLATURE

1. The name of the association shall be THE HOUSE GROUP.

### Section 1.01 ALTERNATIVE NAMES

2. The legal name of the organization is The House Group; the following alternative names may be used for general-not legal-identification:
  1. The House
  2. The House in South Africa
  3. The House Group of programmes for the Girl Child on the Street

### Section 1.02 ABBREVIATIONS

3. The following abbreviated forms of names may be used:
  1. TH Group
  2. TH
  3. TH in South Africa
  4. TH Group in South Africa
4. THE HOUSE GROUP is hereinafter referred to as, The House.

## ARTICLE 2. STATUS

5. The House shall be an association of members, being a corporate entity having perpetual succession, owning assets, and having an existence independent of its members and capable of suing and being sued in its own name.
6. The House has the right to loan, make loans, and acquire appropriately in its own name.
7. The House shall be a self-governing, voluntary, and not-for-profit association of at least twenty five members providing social welfare services to girl children and young women on the street according to the principles outlined in this Constitution. Should the number of members fall below the minimum the Board of Directors shall immediately notify the Board of Patrons who will urgently act to bring about a remedy to the membership; failing which a General Meeting shall be called to determine the feasibility of dissolution.

**Section 2.01 THE SAFEKEEPING AND INVESTMENT OF ANY SUMS OF MONEY  
DONATED TO THE ASSOCIATION**

8. The House, as a corporate entity, shall hold banking and investment accounts in its own name.
9. Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions [Investment of Funds] Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985, [Act No.1 of 1985].

**Section 2.02 PROHIBITION TO CARRY ON ANY BUSINESS**

10. The House does not have the power to carry on any business. [This includes, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of appropriately on a systematic or regular basis.

**ARTICLE 3. OUR VISION**

11. The vision of The House in South Africa is to see a holistic series of helping resources within the reach of all girl children and young women at risk and/or in need of care.

**ARTICLE 4. OUR MISSION**

12. The House aims to develop within South Africa, a series of programmes and resources to serve girl children in need of care and intervention:
  1. by investigating and highlighting areas of needs,
  2. by conceiving helping solutions
  3. by starting and maintaining outreach programmes, drop-in centres, shelters, childrens' homes, healing communities, educational centres, and care centres.
  4. by engaging in advocacy and organising political pressure groups to benefit the cause,
  5. by participation in local, national and international solution seeking initiatives, and sharing information among peer groups.

**ARTICLE 5. THE OBJECTS OF THE HOUSE**

13. To provide resources where adequate resources are not available; to the Girl Children on the Street and to young women who are trapped in undesirable lifestyles.
14. To champion the cause and plight of children and young persons involved in the sex work and/or prostitution industry.
15. To champion the cause against the trafficking of children and young people
16. To remove or to assist in the removal from undesirable places and to rehabilitate or to assist in the rehabilitation of persons under the age of twenty five years who are involved in the sex work industry, prostitution and / or subject to exploitation and/or trafficking.
17. To give advice, assistance, shelter, guidance and direction to persons under the age of twenty five years who are involved in or exposed to the use of drugs, undesirable and negative peer pressure or who are destitute or runaways from homes and institutions and being at risk of exploitation.
18. To work actively towards combating the criminal exploitation and abuse of such persons.
19. To work with and assist law enforcement agencies including the South African Police Services, Department of Welfare, social services agencies, education facilities, institutions in the private sector, and religious organisations in removing, rehabilitating, placing and generally assisting the persons referred to above.
20. To educate or assist in the education of the public in general in matters relating to drug abuse, juvenile prostitution and HIV/Aids by means of the dissemination of pamphlets and other literature, the holding of seminars and lectures and counselling.
21. To serve our communities with acts of kindness, humility, simplicity and compassion.

**ARTICLE 6. OUR CORE VALUES**

22. Children have an intrinsic human right to adult care and intervention in their lives.
23. Humans have an intrinsic right and duty to make lifestyle choices; therefore, providing wholesome alternatives to choose from is a valuable service to humanity.
24. Give a hungry person a fish, that person eats for a day--teach a hungry person to fish, that person eats for a lifetime
25. True self-discipline is harmony with the cosmic laws; probably the only gift a child has the right to expect from a parent.

**ARTICLE 7. CORPORATE LOGOS AND ICONS**

- 26. The icon logo and slogans of The House shall be such form as the General Meeting shall approve.
- 27. The General Meeting shall in addition approve usage rules and parameters to ascertain standards in corporate image.

**ARTICLE 8. FISCAL YEAR.**

- 28. The fiscal year of The House shall be April 1 to the last day of March.

**ARTICLE 9. AREA OF OPERATION AND FUNDRAISING**

- 29. The House will operate and seek to raise funds under its fundraising number in the province of Gauteng.
- 30. The House will advocate and champion the Cause both nationally and internationally and seek to raise funds internationally.

**ARTICLE 10. OFFICES**

- 31. The business office of The House shall be located at
- .....

**ARTICLE 11. BASIS OF DISCRIMINATION**

- 32. Regarding delivery of services The House discriminates only on the basis of gender and age.
- 33. Services are made available to persons deemed by the Constitution of South Africa to be female persons under the age of twenty five years.
- 34. The House and each independent affiliate organization shall in all aspects of its work refrain from the practice of segregation based on religion, race, ethnicity, affectional or sexual orientation, or national origin.
- 35. This rule is not intended to preclude those independent affiliate organizations designed to benefit specific interest groups organized around a "special interest" in order to insure their fuller participation in the total society and to fulfil their unique needs.

**ARTICLE 12. VOLUNTEER WORKERS**

36. No person who is not a member in good standing with The House shall perform any volunteer work with The House.
37. No member shall perform any volunteer work unless appropriately contracted and trained by The House.
38. Before engaging in any volunteer work a member shall receive appropriate induction training, training material which includes all the relevant rules and safety procedures, and shall enter into written agreement with The House regarding his or her duties and tasks.
39. Volunteer training and induction shall include elements of instruction regarding safeguarding against personal injury, an agreement to ensure confidentiality, and indemnification forms to be signed and filed by the Administrative Director of the Board of Directors.
40. The Vice President in association with the Chief Executive Officer shall formulate volunteer agreements, remuneration, standards for volunteer induction, training, and relevant task descriptions, rules and codes of conduct.

**ARTICLE 13. GOVERNING STRUCTURE**

41. The House shall be a self-governing organisation of members in harmony with the principles, aims, objectives and ideals of this Constitution, who will convene at least annually at a General Meeting to elect the most suitable persons from within its membership to the Board of Directors, Standing Committees and Committees.
42. The affairs of The House will be governed by the Board of Directors who shall appoint and employ a salaried Chief Executive Officer and other personnel to the staff of The House.
43. The Board of Directors may form Committees and sub-Committees to assist in managing the affairs of The House.
44. The General Meeting shall, from time to time, elect and appoint members to the Board of Patrons according to procedures outlined in this Constitution. The Board of Patrons shall serve in an advisory and public relations capacity to the General Meeting and the Board of Directors and shall not have executive authority.
45. The General Meeting may install semi-autonomous organisations, and independent affiliate organisations under its protection to operate as legal entities in their own right.
46. The governing documents of The House are the Constitution, the Bylaws, and The Manual of Management. The Constitution takes precedence over the Bylaws and Manual of Management.

#### **ARTICLE 14. ELECTED OFFICERS**

47. The Annual General Meeting, or in case of urgency, a Special General Meeting of members, shall elect officers to the Board of Directors and to the Standing Committees of The House.
48. The Chairperson of the Board of Patrons or its delegate, shall oversee the appointment and induction of the Board of Directors unless the President or Vice President of the Board of Directors of the previous year are incumbent, in which case the President or Vice-President of the Board of Directors shall oversee the appointment and induction of the new elected officers.
49. Should a vote be required to determine the particular designation of elected officers it should be by 75% of the vote of all members present at the General Meeting.
50. Appointed officers shall serve in their capacities until such time as the Annual General Meeting should elect otherwise. The Board of Directors must however temporarily fill vacancies within sixty days, should they occur.

#### **ARTICLE 15. COMPENSATION OF ELECTED OFFICERS**

51. Certain Elected Officers on the Board of Directors are bound by Law, legislation and the Constitution to provide vitally important services which, if not performed adequately can result in certain catastrophe for the organisation. These officers shall receive a minimal retainer as a token of compensation for their vital services and shall additionally be reimbursed as determined by the Annual General Meeting for expenses reasonably incurred by them in the performance of their duties.
52. The rate of compensation for officers, and the portfolios receiving the benefit, shall be determined by the Annual General Meeting providing that the following minimum rates are in effect:
  1. President; five X the minimum hourly wage in effect in South Africa X ten, per month
  2. Administrative Director; five X the minimum hourly wage in effect in South Africa X seven, per month
  3. Financial Director; five X the minimum hourly wage in effect in South Africa X ten, per month
  4. Other Officers as deemed necessary by the Board of Directors; five X the minimum hourly wage in effect in South Africa X five, per month
53. No compensation or reimbursement shall be made for:
  1. travelling to and from meetings;

2. time spent in meetings
  3. time spent in related social or volunteer gatherings
  4. time spent in conferences, seminars, and workshops.
54. Unless ruled out by the Board of Directors reimbursement shall be made for:
1. Other travelling expenses related to the task of the portfolio, mandated in the task description and designed as if performed in the most cost-effective manner;
  2. Office supplies, equipment and services used that could not otherwise be supplied by The House;
  3. Other costs directly related to the work performed on behalf of The House.
55. The Financial Director shall determine a standard expense claim form and procedure, and shall maintain records, and report on these claims separately at the following Board of Directors meeting. Whenever possible expenses of this nature should be either predetermined or pre-approved.
56. The Board of Directors may adjust, add to, refuse or deny any claim made by any member.

## **ARTICLE 16. APPOINTED OFFICERS**

57. The Board of Directors may appoint such other officers as it deems necessary and qualified and shall fix their working hours, tasks, duties, jurisdiction, powers, restrictions, benefits and remuneration packages prior to appointment in standard task descriptions and/or mandates.

### **Section 16.01 CHIEF EXECUTIVE OFFICER**

58. The Board of Directors shall appoint an appropriately qualified, remunerated, full-time Chief Executive Officer to report to the Board of Directors through the President of the Board of Directors, to direct and manage the day to day operations of the various programmes and projects run by The House. The Chief Executive Officer, working within the parameters, powers and restrictions of his or her task description and the various business plans of the projects, and the prescribed budgets of The House, shall, among other duties described in her or his task description or mandate employ personnel, volunteers and consultants to execute the tasks at hand. Over and above other tasks the Chief Executive Officer facilitates administration, bookkeeping, budgets, and produces project performance reports and claim forms, reports to the Board of Directors at every regular meeting, and facilitates staff training and directs programmes according to predetermined business plans, budgets and project proposals.

59. The Chief Executive Officer shall report on each project run by The House, enabling the Board of Directors to accurately evaluate the performance of each project.
60. The Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors and shall attend all regular meetings of the Board of Directors to report on the progress of each programme and project under her or his jurisdiction.
61. The Chief Executive Officer shall attend meetings of Committees by request and shall work closely with all Standing Committees, seeking implement and execute tasks, systems and operation manuals passed by the Board of Directors and its Standing Committees.

#### **ARTICLE 17. REPORTS BY OFFICERS.**

62. Members of the Board of Directors and the Chief Executive Officer shall each make reports to the regular Meeting of Board of Directors and the Annual General Meeting, reporting on the past period's activities entrusted to that officer's stewardship.

#### **ARTICLE 18. DUTIES OF OFFICERS**

63. The duties, tasks, powers, restrictions, mandates and jurisdiction of every officer shall be determined by the Board of Directors and Governing Documents and be captured in job descriptions.

#### **ARTICLE 19. MANDATES AND BUSINESS PLANS**

64. All members, officers, directors, personnel, volunteers, committees and contractors appointed by The House must be empowered by comprehensive mandates following the minimum standards set by the Governing Documents.
65. Before forming a Committee, the Board of Directors shall draft and accept a mandate to empower, fix powers, instruct, guide and direct the Committee. These mandates will contain clear directives of at least the Committee's mission, aims, objectives, executive powers, budgets, reporting methods and frequency
66. In planning and execution of its duties The Board of Directors, cause and effect appropriate business plans, income and expense budgets and operation manuals for all programmes, projects and events.
67. All project ideas [whether fundraising or helping programmes] shall be evaluated, prior to implementation, on the basis of a thorough business plan submitted to the Board of Directors for consideration. Such Project Proposals shall follow the templates provided in the Handbook of Management and shall form the basis of the Business Plan should the project be adopted.

68. No project, whether a fundraising project, service project or major repairs or acquisition project shall be considered, passed, started, implemented or run by the Management Committee unless a full Business Plan is in effect.

#### **ARTICLE 20. CONFLICT OF INTEREST**

69. Where a director, executive member, committee member, staff member, volunteer or affiliated organisation either on his or her behalf or while acting for, by, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, s/he:
1. Shall disclose her or his interest fully at a meeting of the directors in the manner prescribed by the Manual for Management;
  2. Shall disclose her or his interest and the general nature thereof prior to any consideration of the matter in the meeting;
  3. Shall not take part in the discussion of or vote on any question in respect of the matter; and,
  4. Shall not in any way whether before, after or during the meeting to influence the voting on any such question.
70. The financial or personal interest, direct or indirect, of an immediate family member shall, if known to the person, be deemed to be also the financial interest of the person.
71. This article does not intend to completely eliminate transactions where a possible conflict of interest is present but rather to make full, transparent and early disclosure of possible interest the rule of conduct.
72. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

#### **ARTICLE 21. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND VOLUNTEERS.**

73. The House, to the extent legally permissible, shall indemnify any trustee, officer, employee of The House or volunteer elected by a General Meeting or appointed by the Board of Directors of The House to serve The House, or persons formerly holding such positions, against all liabilities and expenses (including court costs, attorney's fees, and the amount of any judgment or reasonable settlement, fines and penalties) actually and necessarily incurred by any such person, in connection with the defence of any claim asserted or threatened to be asserted against any such person, or any action, suit or proceeding in which any such person may be involved as a party, by reason of being or having been such trustee, officer, employee or volunteer or by reason of any action alleged to have

been taken or omitted by any such person as such trustee, officer, employee or volunteer, except with respect to any matter as to which s/he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of The House provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:

1. by a majority vote of a quorum consisting of disinterested directors and senior officers;
  2. if such quorum cannot be obtained, then by a majority vote of a Committee of the Board of Directors consisting of all the disinterested directors;
  3. if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described such opinion, the person to be indemnified appears to have acted in good faith and in the reasonable belief that his or her action was in the best interests of The House;
  4. if not resolved by (.1), (.2) or (.3), above, by a court of competent jurisdiction.
74. If authorized in the same manner specified above for compromise payments, expenses, including attorney's fees actually and necessarily incurred by any such person in connection with the defence or disposition of any such action, suit or other proceeding may be paid from time to time by The House in advance of the final disposition thereof upon receipt of (.1) an affidavit of such individual of his or her good faith belief that s/he has met the standard of conduct necessary for indemnification under this Section and (.2) an undertaking by such individual to repay the amount so paid to The House if such person shall be adjudicated to be not entitled to indemnification under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.
75. The right of indemnification herein provided shall inure to the benefit of the heirs, executors and administrators of each such trustee, [or] officer, employee or volunteer and shall not be deemed exclusive of any other rights to which any such person may be entitled under any statute, bylaw, agreement, vote of members or otherwise or to which any such person might have been entitled were it not for this provision. As used in this Section, an "interested" trustee or officer is one against whom in such capacity the proceeding in question, or other proceeding on the same or similar grounds, is then pending.

**ARTICLE 22. BOARD OF PATRONS**

76. The members of The House may elect a Patron of The House at an Annual General Meeting, provided that the nomination has been previously approved by the Board of Patrons. Such an election shall be for three years in the first instance and may be renewed for a further period of up to five years as determined by the Annual General Meeting on the advice of the Board of Patrons.
77. Neither the Board of Patrons nor any Patron shall have executive powers or responsibilities.
78. Patrons are selected on the basis of their being eminent individuals who support the activities of The House but do not assume responsibility for its affairs as executives; the title Patron is therefore an honorary title.
79. Patrons are persons who have a primary responsibility to the community as a whole, that is, they will be selected in consequence of their holding or having held some public office or special position in the community such as a very high ranking personality outside the arena of The House, who has shown a great interest in the Cause or who has persistently enhanced the Cause by his or her personal prestige.
80. The Board of Patrons act in favour of The House and its Cause in whichever way, time and place, feasible to the individual members.
81. The Board of Patrons shall elect a Secretary from its membership to keep the Minutes of meetings of the Board of Patrons and to assist the President with communications.

**Section 22.01 NOMINATIONS FOR PATRONS**

82. Nominations for Patrons are made in the standard format prescribed by the Manual for Management.

**Section 22.02 ELECTION OF PATRONS**

83. Patrons are usually elected at the Annual General Meeting. The Board of Patrons may call a special election to bring a Patron on board before the next Annual General Meeting; in which event such the election shall be ratified at the following Annual General Meeting.

**ARTICLE 23. THE BOARD OF DIRECTORS**

84. A Board of Directors consisting of not less than five and not more than eleven members shall be elected at each Annual General Meeting of The House for the forthcoming year to fill at least the following positions
1. President;
  2. Vice President;
  3. Administrative Director;

4. Financial Director;
  5. Director of Fundraising
85. The Board of Directors shall appoint the Chief Executive Officer.
86. The Board of Directors is responsible for the overall vision, direction, focus and day to day management and administration of The House and shall have the power to make decisions binding on The House arising out of its day to day management and administration.
87. In addition and without derogating from the generality of the foregoing, the Board of Directors may;
1. Determine the remuneration and other benefits to be paid or made over to any casual, part-time, full time volunteer, staff member or consultant employed by The House or the price of any goods purchased by or services rendered to The House and to pay and make over such remuneration, benefits and prices, provided that no remuneration of any kind whatsoever shall be paid or made over to the members of The House who are not also contracted by the The House.
  2. Make donations to individuals and entities of its choice, provided that no donation shall be made to any member of The House as provided in Article 20 hereof.
  3. Contract volunteer workers who shall be permitted to carry out only such work prescribed by the Board of Directors in accordance with rules formulated by it from time to time.
  4. Employ any person as agent, independent contractor or employee who shall be permitted to carry out only such work as prescribed by the Board of Directors in accordance with rules and directives formulated by it from time to time.
  5. Expand or limit the scope of operation of the The House in any way and make and implement any policy decision or Bylaw regarding the means whereby the objects of the The House are to be accomplished.

#### **Section 23.01 ETHICS AND GUIDING PRINCIPLES**

88. As a subscriber to the Governing Documents of The House, the Board of Directors submits to its prescriptions, methods, vision, mission, basic values, and guiding principles.

#### **Section 23.02 CONTRACTS**

89. In planning and execution of its duties The Board of Directors, affect appropriate contracts, agreements and job descriptions between The House and its employees, its contractors, vendors, volunteers, and service providers.

**Section 23.03 SECURING ASSETS**

90. In planning and execution of its duties the Board of Directors secures the assets of The House, provides for adequate and responsible insurance and takes responsibility for appropriate use and operation of vehicles, equipment and premises.

**Section 23.04 MANAGE CHIEF EXECUTIVE OFFICER**

91. The Board of Directors must reach consensus on, and describe, the chief executive's tasks, powers and responsibilities, develop reporting criteria, means to measure outcomes, determine the reporting structure, and undertake a careful search to find the most qualified individual for the position.

**Section 23.05 PROVIDE APPROPRIATE FINANCIAL OVERSIGHT.**

92. The Board shall oversee development and maintenance of the annual budget and ensuring that suitable financial controls are in place.
93. Approve monthly, quarterly, annual and all modified financial statements of The House's budgets.

**Section 23.06 ADEQUATE RESOURCES**

94. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfil its mission.

**Section 23.07 LEGAL AND ETHICAL INTEGRITY**

95. The board is ultimately responsible to ensure adherence to legal standards, ethical norms and to rules of Conventions signed by the South African Government, and rules of Conventions subscribed to by The House.
96. Notwithstanding Paragraph 95 the Constitution in no way be interpreted to instruct The House to respect those rules of Law or Legislation that, in the judgement of the majority of members, are unjust rules and/or laws; providing that The House has made it clear to its public and its Board of Directors, in published material, that such rules and/or laws will be boycotted in protest and as deliberate acts of civil obedience for the purpose of protest.

**Section 23.08 ENSURE EFFECTIVE ORGANIZATIONAL PLANNING**

97. The Board must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.

**Section 23.09 RECRUIT AND ORIENT NEW BOARD MEMBERS AND ASSESS BOARD PERFORMANCE.**

98. The Board has a responsibility to articulate prerequisites for Committee and Board candidates, orient new members, and periodically and comprehensively evaluate its own performance.

**Section 23.10 ENHANCE THE ORGANIZATION'S PUBLIC STANDING.**

99. The Board shall clearly articulate The House's mission, accomplishments, and goals to the public and garner support from the community.

**Section 23.11 DETERMINE, MONITOR, AND STRENGTHEN THE HOUSE'S PROGRAMS AND SERVICES.**

100. The Board shall conceive, rule, regulate and organise programs and projects that are consistent with The House's mission, objectives and values and regularly monitor their effectiveness.

**Section 23.12 ALL OFFICERS AND COMMITTEES SHALL BE SUBJECT TO THE DIRECTION AND CONTROL OF THE BOARD OF DIRECTORS.**

101. All elected and appointed officers and committees shall serve under the Board of Directors' direction, guidance, protection and to its satisfaction.

**Section 23.13 VOLUNTEERS**

102. Recognize, appoint, oversee, protect, train, motivate and recruit volunteers who serve The House. Train and nurture leaders. Provide feedback, oversight and spiritual protection to members.

**Section 23.14 ANNUAL REPORT**

103. The President shall give leadership to the Board of Directors to produce an Annual Report to be published along with the Notice of the Annual General Meeting every year.
104. The Board of Directors are guided by the Manual of Management and the Bylaws regarding specifications of the Annual Report.

**Section 23.15 SAFEKEEPING, MAINTENANCE AND REPAIR**

105. The Board of Directors are ultimately responsible for the safekeeping, maintenance and repair of The House's facilities and resources; including any tools, vehicles, equipment, residence or residences or places of treatment run by The House.

**ARTICLE 24. NOMINATION OF BOARD OF DIRECTORS**

106. Nominations to the Board of Directors are discerned by members and nominees alike by reviewing the task descriptions, time sacrifices and necessary qualifications of each portfolio.
107. Nominations are submitted to the Annual General Meeting Planning Committee by the specified date.
108. Members of the Board of Directors shall be active members in good standing of The House, be involved in the life of The House, for at least ten months prior to nomination.

**Section 24.01 TERM**

109. Members of the Board of Directors shall be willing to serve long term with an annual evaluation. The annual evaluation will first have the President and each member of the Board of Directors mutually discern their call and conviction to serve another year.
110. A member of the Board of Directors shall cease to be a member of the Board of Directors if:
1. s/he ceases for any reason to be a member in good standing of the The House;
  2. s/he is convicted of, or commits any criminal offence involving violence, the use of drugs, illicit sex or sexual abuse or dishonesty;
  3. s/he resigns by notice in writing addressed to the Board of Directors;
  4. s/he is placed under sequestration, administration or liquidation according to South African Law.
  5. s/he is removed by a resolution passed by a general meeting of the The House or by the Board of Directors.

**ARTICLE 25. ANNUAL EVALUATIONS**

111. The President in cooperation with a senior member not presently serving on the Board of Directors, and an evaluation team or a combination of both shall conduct annual evaluations of the Board of Directors and Standing Committees. A written report shall be given to the President and the Board of Patrons and the person being evaluated.
112. Evaluations are for the purpose of growth. In the event that a report states that one's service is unsatisfactory and one is no longer suited for the position, the Board of Directors and President shall review the specified deficiencies with the member. The Board of Directors and the President shall determine whether it would be best for the member to

relinquish their position or continue as a member and work to improve the specified deficiencies.

113. In addition to the evaluations, at any time the President and other Board of Directors members may vote to suspend or remove the member if deemed to be in the best interests of the organisation. Board of Patrons shall be included in the process of suspension or removal. Discipline shall be invoked in accordance with the written Policy of Discipline and Restoration outlined in The Manual of Management.
114. The President shall be evaluated by members of the Board of Patrons or by an appointed evaluation team or a combination of both. A full report shall be given to the President and Board of Patrons and a summary report given to the Board of Directors.

## **ARTICLE 26. DUTIES OF DIRECTORS**

115. Notwithstanding other duties and responsibilities, executive and delegative powers prescribed by the Governing Documents the duties of executives of the Board of Directors shall be, but not be limited to conducting one's personal life in a manner that society will reasonably expect from an officer of The House.

### **Section 26.01 DUTIES OF THE PRESIDENT**

116. Notwithstanding any other duties and tasks prescribed by the Governing Documents, the Law, local ordinances and stipulations of contracts entered in between The House and other parties, additional duties of the President shall include:
1. The President is the presiding officer of the Board of Directors; and oversees Board of Directors and executive Committee meetings
  2. Serve as ex-officio member of all committees
  3. Work in partnership with the chief executive to ensure board resolutions are carried out
  4. Call special meetings if necessary
  5. Appoint all Committee chairs and with the chief executive, recommend who will serve on committees
  6. Assist chief executive and Administrative Director in preparing agenda for board meetings
  7. Assist the Chief Executive Officer and Vice President in conducting new board member orientation
  8. Oversee searches for a new chief executive and senior personnel
  9. Coordinate chief executive's annual performance evaluation before the end of May each year.

10. Work with the nominating Committee to recruit new board members
11. Act as an alternate spokesperson for the organization
12. Consult with board members on their roles and help them assess their performance
13. Co-ordinate and direct the Board of Directors in execution of its tasks; set duties, tasks, deadlines, measurable outcomes, and review reports from Officers and Committees.
14. Monitor and co-sign the reports of the Chief Executive Officer to Government Departments, Donors and Sponsoring Partners.
15. Monitor the production and conception and co-sign all Business Plans and Project Proposals developed by the Chief Executive Officer and other members before submitting such for consideration by the Board of Directors or Donors or Sponsoring Partners.

#### **Section 26.02 DUTIES OF THE VICE PRESIDENT**

117. Notwithstanding any other duties and tasks prescribed by the Governing Documents, the Law, local ordinances and stipulations of contracts entered in between The House and other parties, additional duties of the Vice President shall include:
  1. The Vice President is the presiding officer of the Programmes Committee.
  2. The Vice-President, as the Board's ambassador, shall assist the President with acquisition of information to make decisions and shall regulate media exposure of The House's programmes.
  3. The Vice-President acts as a Board advisor in all matters, investigating alternative views and responses, and shall stand in for the President in times of need.
  4. The Vice-President monitors the South African Government's and The House's compliance with the International Convention on the Rights of the Child and the Child Care Act.
  5. The Vice President may be a co-signatory on documents and effects that pertain to expenditure of funds.
  6. Working with the Chief Executive Officer and President the Vice President continually monitors the culture in programmes, the affectivity of programmes, also evaluating, on behalf of the Board of Directors, the measure in which perceived needs are addressed, and the abilities of staff; thereby facilitating the Board's proactive nature.

7. The Vice-President, in association with the Board of Patrons, maintains, or causes to be maintained, a regular newsletter despatched to all members.

### **Section 26.03 DUTIES OF THE ADMINISTRATIVE DIRECTOR**

118. Notwithstanding any other duties and tasks prescribed by the Governing Documents, the Law, local ordinances and stipulations of contracts entered in between The House and other parties, additional duties of the Administrative Director shall include:

1. The Administrative Director is the presiding officer of the Administrative Committee.
2. The Administrative Director is the Secretary of the Board of Directors.
3. Responsibility for keeping and maintaining of standard agendas, minutes and records of meetings of the Board of Directors, Annual General Meeting and other Committees and meetings of business.
4. The Administrative Director is the legal officer of The House and is therefore responsible for all contracts, legal proceedings and ensuring that The House abides by the rules of Law, local legislation, contracts between sponsoring partners and The House, local government ordinances, the Governing Documents in decisions, operations, feedback, reports and day-to-day conduct.
5. The Administrative Director shall appoint a recording secretary to take and maintain minutes of meetings of The House as the Administrative Director may deem necessary. The Recording Secretary shall keep a standard and accurate record of all meetings of The House and the Board of Directors, and shall perform such other duties as may be assigned by the Board, and shall perform duties associated with a Company Clerk under South African law. Notwithstanding, the Administrative Director takes full and final responsibility for tasks delegated to the Recording Secretary and the secretaries of all committees of The House.
6. The Administrative Director regulates the flow of vital information between the Board of Directors and the members of The House, the Board of Directors and its Committees, the Board of Directors and the Board of Patrons, between reporting officers and Board members, and shall additionally request guest speakers and/or staff members to address the Board of Directors to fill in gaps in information necessary for the Board to execute its tasks.
7. The Administrative Director maintains and publishes the Membership Register and monitors The House's confidentiality agreements and policies.

**Section 26.04 DUTIES OF THE FINANCIAL DIRECTOR**

119. Notwithstanding any other duties and tasks prescribed by the Governing Documents, the Law, local ordinances and stipulations of contracts entered in between The House and other parties, additional duties of the Financial Director shall include:

1. The Financial Director is the presiding officer of the Finance Committee.
2. The Financial Director shall have the care and custody of all funds and securities of The House and shall deposit, or cause to be deposited, the same in the name of The House in such Bank or Banks as the Board of Directors may select.
3. The Financial Director shall maintain, or cause to be maintained, a forecasted expense budget and shall monitor monthly expenses to facilitate responsible stewardship over that which the public entrusted to The House's care.
4. The Financial Director, or a duly approved and mandated delegate responsible to the Financial Director, shall be a co-signatory on all documents and effects that pertain to expenditure of funds.
5. The Financial Director may or may not be the bookkeeper of The House but nevertheless has ultimate responsibility for producing current financial statements, income and expense budgets, forecasted income and expense budgets, and other lists of financial controls deemed necessary by the Board of Directors.
6. The Financial Director liaises with the Chief Executive Officer and jointly produces financial reports and feedback to Sponsoring Partners and Government Departments; and ensures donors are satisfactorily acknowledged in the Annual Financial Statements.
7. The Financial Director shall liaise with the Auditor to facilitate the audited annual financial statements before 15 May each year. Should the Auditor not be able to do the audit successfully in time the Financial Director shall make other arrangements in time to meet this deadline.
8. The Financial Director shall seek, investigate and obtain the most prudent and effective financial advice regarding financial controls and investments, and advises the Board of Directors accordingly.
9. The Financial Director has ultimate responsibility for the work of treasurers of Committees of The House.

**Section 26.05 DUTIES OF THE DIRECTOR OF FUNDRAISING**

120. Notwithstanding any other duties and tasks prescribed by the Governing Documents, the Law, local ordinances and stipulations of contracts entered in between The House and other parties, additional duties of the Director of Fundraising shall include:

10. The Director of Fundraising is the presiding officer of the Fundraising Committee.
11. Building and maintaining relations with grant making organisations, corporate sponsors and government agencies that sponsor The House.
12. Causing funds to be raised
13. Monitoring fundraising proposals, fundraising projects, fundraising operation manuals and business plans.
14. Investigating all possible areas to raise funds and acquire grants and donations, and setting in motion programmes and initiatives to capitalise on those resources.
15. Managing the fundraising budget and taking responsibility for the income of the organisation.
16. Reporting to the Board of Directors and every Annual General Meeting or General Meeting regarding past and future incomes, operations of the Fundraising Committee and the various fundraising projects of The House.
17. Working within the budgets' limitations, powers, and challenges and seeking to continually improve the organisation's financial abilities.

#### **ARTICLE 27. MEETINGS OF THE BOARD OF DIRECTORS**

121. Regular meetings of the Board of Directors shall be held at least ten times per year to review, discuss and regulate the affairs of The House. In order to do this the Board of Directors need to have reviewed and discussed current reports of the various aspects of the organization. It is therefore considered necessary that all reports and financial statements are handed to members of the Board of Directors, through the Administrative Director, no later than four full days before the meeting. The Administrative Director of the Board of Directors shall receive requests from the Board of Directors to arrange for particular officers, staff members or the Chief Executive Officer to prepare to address the meeting of the Board of Directors regarding questions that need clarification.
122. The President shall preside at meetings, however if at any meeting s/he is not present, the Vice President shall preside and, if neither are present, the remaining members may, if there is a quorum, elect one of their number to act as chairperson for that meeting.
123. A quorum at all meetings shall be present and no business shall be done or resolutions passed unless a quorum is present. Provided a quorum is present, a simple majority shall pass resolutions and the President at the meeting shall, in addition to his deliberate vote, have a casting vote.

**(a) Regular meetings**

124. The Board of Directors shall meet regularly at a predetermined date, time and place for regular business; to overview and regulate at the least actions resulting from past Minutes, the current financial matters, future financial matters, the reports of the Chief Executive Officer regarding activities, performance and future expectations of each programme, the fundraising report, and reports from other executives and committees.

**(b) Ad-hoc meetings**

125. The Board of Directors shall also meet on an ad-hoc basis, for other specific purposes, whenever deemed necessary by the President or a majority of members of the Board of Directors. Written notice of irregular and urgent meetings of the Board of Directors shall be given by hand, fax or email, at least 3 days before the meeting.

**(c) Attendance at meetings**

126. Members of the Board of Directors must attend at least ten meetings of the Board per year. If a member's attendance falls below this measure, or a member should miss more than two consecutive meetings, the Administrative Director tenders an automatic resignation by default, for consideration at the following meeting of the Board of Directors. Notwithstanding, a member who will be absent from the meeting shall submit his or her reports and feedback to the meeting in order not to impede the operations and affairs of The House. For the purpose of this section of the Constitution, directors who do not furnish the required reports to the meeting will be deemed to be not in attendance and the Minutes will reflect the President's notes in this regard.

**(d) The Business of Meetings**

127. The Board of Directors meet to execute, monitor, direct and review the business of The House. In order to fulfill this mandate the Board of Directors shall receive reports from the Financial Director, Administrative Director, Director Fundraising, Chief Executive Officer, Vice President, President and certain Committees; the President coordinates between the Board of Directors, officers, and committees of The House. A regular meeting of the Board of Directors that cannot review adequate current financial statements and a report from the Chief Executive Officer, due to inadequate reports, will be adjourned by default for no longer than three days. The President of the Board of Directors shall adjourn any meeting of the Board which cannot adequately review necessary reports of officers or Committees, for not more than three days.

**ARTICLE 28. ADVISORS**

128. The Board of Directors shall make use of advisors to present cases to meetings of the Board of Directors to responsibly resolve issues and satisfy the need to hear from all sides and for appropriate investigation. The Board of Directors may form sub-committees to investigate matters, consult with advisors or members, and report to the Board of Directors meeting.

**ARTICLE 29. VACANCIES**

129. The Board of Directors shall fill vacancies in portfolios to establish satisfactory functioning of The House.

**Section 29.01 ELECTED OFFICERS.**

130. A vacancy created by the death, disqualification, resignation, or removal of an elected officer shall be filled by the Board of Directors until the next regular Annual General Meeting at which an election can be held. The vacancy shall then be filled by election for the balance of the unexpired term, if any.

**Section 29.02 APPOINTED NON-SALARIED OFFICERS.**

131. A vacancy created by the death, disqualification, resignation, or removal of an appointed non-salaried officer may be filled by the Board of Directors for the balance of the unexpired term.

**Section 29.03 TERMINATION OF PRESIDENT'S TENURE**

132. In the event of the necessity of termination of the responsibility of the President due to failure morally, irreconcilable conflicts, or antisocial conduct, the Board of Patrons shall give leadership to this process along with the membership.

133. Board of Patrons, with counsel from the Board of Directors, shall suspend the President pending a thorough review and application of the written policy for discipline and restoration.

134. Board of Patrons, with counsel from the Board of Directors will appoint an Acting Member, who will serve until restoration or a replacement is discerned.

**ARTICLE 30. QUORUM**

135. A majority plus one of the entire voting membership of the Board of Directors shall constitute a quorum for the transaction of business.

136. If a quorum is not present thirty minutes after the required starting time of the meeting the meeting will be adjourned to the next day at the same time and all interested parties will be notified.

137. If a quorum is not present the second time, a report, which will include the agenda for the meeting will be forwarded to the Board of Patrons by those present and the meeting will be adjourned for not more than twenty one days and all interested parties will be notified.

138. Meetings shall start on time.

**ARTICLE 31. AGENDA**

139. Committees and the Board of Directors shall employ and keep agendas to schedule and order meetings. Agendas shall include at least the following items:

1. Opening
2. Welcome
3. List those present
4. List those attending by proxy (if allowed under the Mandate of the Committee or Meeting)
5. Hearing apologies of those not present
6. List those absent
7. Evaluation of Minutes of the Previous Meeting
8. Dealing with business resulting from the Minutes of the Previous Meeting, evaluation of progress of action items from the Minutes, resulting resolutions
9. Current Reports – current and forecasted income reports, programme reports, committee reports, evaluation reports, and financial reports
10. New business items
11. Overview and wording of new resolutions
12. Next meeting
13. Close

140. Agendas for meetings of the Board of Directors shall add slots for the Chief Executive Officer's reports, current and projected income reports, financial reports, administrative reports, and reports of committees, and discussion items outlined in The Manual for Management.

**ARTICLE 32. MINUTES**

141. The Board of Directors and all Committees shall keep Minutes to capture the essence of discussions and full resolutions of meetings.

142. Members of committees and interested parties shall receive the Minutes of the last meeting not later than seven days after the meeting, or earlier, as resolved by the particular Committee.

143. The Board of Directors shall each receive a copy of the Minutes of every Committee meeting not later than seven days after the meeting.

144. Minutes shall include at least the following items:
1. Title-stating Minutes of 'Committee Name', called by 'name and designation', scheduled for date and time, name of presiding officer, and its venue.
  2. Opening-recording the time the meeting was started and the name of the person who opened it.
  3. Welcome-recording the name of the person and any significant note, if any.
  4. List those present—
  5. List those attending by proxy (if allowed under the Mandate of the Committee or Meeting)—noting inspection and acceptance of the proxies.
  6. Hearing apologies of those not present—recording the names of those in apology.
  7. List those absent—recording the names
  8. Evaluation of Minutes of the Previous Meeting—recording the essence of discussions and the making of corrections. Acceptance of the corrections, voting for and against, and final signing of Minutes by officers.
  9. Dealing with business resulting from the Minutes of the Previous Meeting—listing the items, capturing the essence of discussion and the resolutions, noting action items complete with time frame, responsibility and reporting.
  10. Progress, evaluation, income and financial reports—attaching copies of each report, capturing the essence of discussions and resolutions forthcoming.
  11. New business items—listing items, capturing essence of discussions, capturing resolutions, noting action items complete with time frame, responsibility and reporting.
  12. Overview and wording of resolutions—finalise wording and exact terms of resolutions.
  13. Next meeting—set date, venue and time.
  14. Close—recording the name of person who closed the meeting and the time.

**(a) Minute Book**

145. Minutes of all past meetings shall be kept in perpetuity, in a Minute Book. The Minute Book shall contain a separate section where signed Resolutions, extracted from the Minutes, are filed.

146. The Administrative Director of the Board of Directors shall file the original, signed, minutes in a safe place and shall maintain a backup system to safeguard the information.

### **ARTICLE 33. RESOLUTIONS**

147. Resolutions of meetings shall be carefully worded by the Committee, at the meeting, to provide the President, responsible members and future examination a clear mandate as to the intent of the resolution and its powers, limitations and expectations.
148. Resolutions shall be numbered using the formula ABC03-05/06, where ABC is the abbreviation of the Committee's name, 03 is the year of the meeting, 05 is the month of the meeting and /06 is the number of that month's resolution.

#### **Section 33.01 ROUND ROBIN RESOLUTIONS**

149. In the event of urgency, where time does not allow for a Committee or Board to meet soon enough, a resolution can be affected by the Round Robin principle, providing that every members of the Committee or Board shall sign the resolution, as presented, the resolution thus becoming effective once the Administrative Director or President has every signed resolution in hand. Round Robin Resolutions shall be ratified by the Committee or Board at the following meeting.

### **ARTICLE 34. FUNDS HELD FOR OTHERS.**

150. With the approval of the Board of Directors, The House may hold for investment and distribution funds belonging to or given for the benefit of a Committee, associate member organization, independent affiliate organization, or other organizations. Such funds may be invested in the General Investment Fund of The House unless they are subject to specific restrictions which require some other form of investment.
151. Separate accounting will be done to clearly illustrate the application and reserves of such funds.

### **ARTICLE 35. DISBURSEMENT OF DONOR SPECIFIED FUNDS.**

152. From time to time funds raised may be attached with limitations and specifications of use by donors. These agreements are to be honoured and reported on by the Finance Committee and the Administration Committee. Once the contractual obligations in these regards are complied with, and at every current AGM, the Administrative Director shall make report to the donors regarding disbursement of their donations and balances in their account.

**ARTICLE 36. RESPONSIBILITY FOR INVESTMENTS.**

153. Board of Directors. The Board of Directors shall have ultimate responsibility for investing the funds belonging to or held by The House.

*(a) Investment Committee*

154. The Finance Committee may form an Investment Committee to be appointed by the Board of Directors. The Investment Committee shall supervise the investments of The House subject to control by the Board of Directors. In the absence of an Investment Committee the Finance Committee shall supervise the investments of The House subject to control by the Board of Directors

**ARTICLE 37. CONTRACTS AND SECURITIES**

155. The President, Administrative Director, or Financial Director may sign and attest deeds, mortgages, contracts, and other documents to which The House is a party. The Board of Directors and the Manual for Management lays down rules in this regard.

*(a) Responsibility*

156. The Board of Directors is responsible for all agreements and contracts and will deal with it in a prudent and efficient manner.

*(b) Mandates and contracts*

157. An Officer, Director or any member, shall not bind The House to agreements or contracts not previously mandated in writing by the Board of Directors. To this effect it is considered necessary to formulate Resolutions and Mandates in sufficient detail and scope that empowers Officers and Committees to act, and not having to postpone action to acquire additional permission from the following regular meeting of the Board of Directors.

*(c) Administrative Director and Contracts*

158. The Administrative Director shall cause a Contract and Agreements Book to be kept where agreements are stored. A time sensitive synopsis of the required performance of each party to the contract should be indexed in the Contract and Agreements Book. The Administrative Director shall regularly review contractual obligations and seek fulfilment and closure in these matters. The Administrative Director shall maintain a backup system to protect against loss of information.

**ARTICLE 38. PENSION SYSTEM**

159. If at all possible The House shall establish, or cause to be established, a pension system for members and personnel employed by The House.

160. Administration of the pension system will resort under jurisdiction of the Financial Director.

161. Audited Annual Financial Statements of the pension system will be made to the Annual General Meeting.

### **ARTICLE 39. FINANCIAL STATEMENTS**

162. The Board of Directors may appoint bookkeepers, consultants, volunteers or personnel to keep the financial records of The House and to pay bills, collect dues and submit taxes and dues. The Financial Director is ultimately responsible for efficacy of financial management in The House.

1. The Financial Director is responsible to ensure that transactions between parties are conducted at arm's length to minimize possible allegations of conflict of interest.
2. The Financial Director shall present monthly Income and Expense reports to the Board of Directors.
3. The Financial Director shall present quarterly income and expense reports measured against budgets, to the Board of Directors.
4. The Financial Director shall present quarterly forecasted cash flow statements to the Board of Directors.
5. The Financial Director shall sufficiently satisfy the Auditor's requirements to produce audited Annual Financial Statements by no later than May 15 of every year.

### **ARTICLE 40. ANNUAL FINANCIAL STATEMENTS**

163. The Financial Director shall present the audited Annual Financial Statements to the Board of Directors for provisional approval by May 15 of every year.

164. The Administrative Director shall invite all members to inspect the provisional audited statements in good time, at least twenty days, before the Annual General Meeting.

165. The Financial Director, in consultation with the Auditor, shall be available at reasonable times to answer questions and deal with queries with regards to the provisional audited statements. The Financial Director will finalise the queries and commissioned changes to the audited Annual Financial Statements to present to the Annual General Meeting.

166. The Annual General Meeting shall vote to accept or reject the Audited Financial Statements.

167. In the event that the Annual General Meeting reject the audited Annual Financial Statements the Annual General Meeting cannot be concluded and will be adjourned for not more than thirty days to bring the audited Annual Financial Statements to satisfaction of the Annual General Meeting's requirements.

168. In the event that the Annual General Meeting accept the audited Annual Financial Statements the President, Financial Director and Auditor will sign it. The original and one certified copy will be placed in safekeeping for posterity, another certified copy be forwarded to the Board of Patrons by the last day of November of every year.
169. In the event that a Board of Directors cannot produce financial statements acceptable to the assembly of members in a General Meeting, by June 15, such a Board will be considered to be in error and a Board of Enquiry will be ordered by the Board of Patrons with immediate effect. A Board of Enquiry, acting in the interest of the public and on behalf of all members should receive total support from the Board of Directors lest, as a last resort, the Board of Enquiry shall be forced to use the force of Law and official sanction to successfully restore the business of The House.

#### **ARTICLE 41. COMMITTEES**

170. The Annual General Meeting, Board of Directors and a General Meeting may form and appoint committees, boards and internal organisations to assist it in the discharge of its duties. Such organisations shall, irrespective of its organisational designation, adopt the rules of the Constitution with regards its management as if it were a Committee.
171. A Committee is formed once consensus is reached on the prospective Committee's mandate, the measures by which to empower executives and members to act expediently, and its desired outcomes and means to measure its outcomes. A Committee is thereby formed on the basis of its written mandate adopted by the body forming the Committee.
172. All acts performed by a Committee or any sub Committee or any member of the Committee shall be deemed to be valid as if such Committee or member was duly appointed and qualified to perform such act notwithstanding that it may later transpire that there was a defect in the appointment or election of the Committee or member in question.
173. Notwithstanding other stipulations of the Constitution this article is regarded to apply to all committees and boards unless otherwise stated in its Mandate.

##### **Section 41.01 SUB-COMMITTEES**

174. The mandate of a Committee may assign to a Committee the right to form sub-committees. The Committee or the Board of Directors responsible for forming the sub-Committee shall formulate a mandate to empower and assign duties, responsibilities, executive powers, etc. to the sub-Committee.
175. Sub-committees are considered to be committees under this Constitution, with the provision that the mother Committee is responsible for the sub-Committee's operations.

### **Section 41.02 PRESIDING OFFICER.**

176. Unless otherwise ruled by the Annual General Meeting a Committee shall elect a presiding officer from among its members at its first meeting following the Annual General Meeting. In the absence of such election or appointment by the Annual General Meeting the Board of Directors may designate a temporary presiding officer from among members of the Committee.
177. A Committee or board shall be presided over by a chairperson responsible to the Board of Directors, and who may be required by the Board of Directors to attend meetings of the Board of Directors.
178. The chairperson of the Committee or board shall preside at meetings, however if at any meeting s/he is not present, the Vice Chairman shall preside and, if neither are present, the remaining members may, if there is a quorum, elect one of their number to act as chairperson for that meeting.

#### **(a) *Duties of Committee Chairpersons***

179. Notwithstanding any other duties and tasks prescribed by the Constitution, additional duties of Committee Presidents shall include:
1. To execute the Mandate of the Committee or Board.
  2. Co-ordinate actions, tasks, and duties of members of the Committee.
  3. Evaluate effectivity of the Committee and make effective adjustments when necessary.
  4. Attending meetings of the Board of Directors as and when required by the Board of Directors.
  5. Preparing and presenting reports to The House outlining the Mandate of the Committee, financial reports, progress reports and evaluation of the work of the Committee.
  6. Making a report to the Board of Directors Meeting.
  7. Making a report to each General Meeting when required by the Board of Directors.

### **Section 41.03 COMMITTEE SECRETARY**

180. Unless otherwise ruled by the Annual General Meeting a Committee shall elect a Secretary from among its members at its first meeting following the Annual General or its formation by the Board of Directors. In the absence of such election the Board of Directors may designate a Secretary from among members of the Committee.
181. Among other duties prescribed by the Constitution and The Manual for Management the Secretary shall be responsible for agendas, minutes, contracts, conformation to the rules of the Constitution and the

Committee's mandate. The Board of Directors are responsible to issue clear directives and assistance with regards management procedures, contracts, administrative procedures and reports made by the Committee.

#### **Section 41.04 COMMITTEE TREASURER**

182. In the event that a Committee would raise funds, incur expenses or handle funds in any way, a treasurer should be elected to be accountable to the Financial Director of the Board of Directors for budgets and income and expense accounts. The Board of Directors are responsible to issue clear directives and assistance with regards financial transactions, handling of money, deposits and gifts.

#### **Section 41.05 REPORTS AND BUDGETS**

183. Committees shall keep, prepare and make reports to present to the Board of Directors regarding its work, progress, challenges, evaluation and action for the way forward as well as its budgets, finances.

184. Committees shall keep, prepare and make reports to General Meetings, as determined by their respective Mandates.

#### **Section 41.06 TIME AND PLACE OF MEETINGS.**

185. Each Committee shall hold meetings at such times and places as it may determine, unless otherwise ruled by the Board of Directors or its mandate.

#### **Section 41.07 CALL AND NOTICE OF MEETINGS.**

186. Meetings of committees may be called by the presiding officer and shall additionally be called by the presiding officer at the request of a majority of the members of the entire Committee.

187. Notice of Committee meetings shall be given in writing not less than ten, nor more than thirty days before the meeting and shall state the time and place of the meeting.

#### **Section 41.08 COMPENSATION OF COMMITTEE MEMBERS.**

188. Members of Committees shall not receive compensation for their services but may, if so ruled by the Board of Directors, be reimbursed for certain expenses reasonably incurred by them in the performance of their duties.

#### **Section 41.09 ELECTION AND TERMS OF OFFICE.**

189. Elected members of Standing Committees shall take office at the close of the Annual General Meeting at which they are elected and shall serve until their successors are elected and qualified except as otherwise provided herein.

190. Members of committees other than Standing Committees shall take office upon formation of the Committee and remain in service until their

successors are elected and qualified, except otherwise determined by the Committee's mandate.

**Section 41.10 QUALIFICATIONS OF COMMITTEE MEMBERS.**

191. To qualify to be appointed or to continue as a member of a Committee of The House, a member must be a member in good standing of The House.

**Section 41.11 REMOVAL OF COMMITTEE MEMBER.**

192. A member of a Standing Committee of The House may also be removed by a three-fourths vote of the Board of Directors at a meeting at which not less than three-fourths of the Board is present, if in the opinion of the Board the member is incapacitated or otherwise unable to carry out the duties of the office.

193. A member of a Committee other than a Standing Committee of The House may be removed from the Committee by vote of the majority of the Committee, providing that a majority of the Committee was present at the meeting.

**Section 41.12 VACANCIES.**

194. A vacancy created for a reason other than termination of a portfolio or position on a Standing Committee shall be filled by the Board of Directors until the next Annual General.

195. A vacancy created for a reason other than termination of a portfolio or position on a Committee, other than a Standing Committee, shall be filled by election of a new member by the members of the Committee.

**Section 41.13 QUORUM FOR COMMITTEES**

196. A majority plus one of the entire voting membership of any Committee shall constitute a quorum for the transaction of business.

197. If a quorum is not present thirty minutes after the required starting time of the meeting the meeting will be adjourned to the next day at the same time and all interested parties will be notified.

198. If a quorum is not present the second time, a report which will include the agenda for the meeting will be passed to the Board of Directors by those present and the meeting will be adjourned for not more than twenty one days and all interested parties will be notified.

199. Meetings shall start on time.

**ARTICLE 42. STANDING COMMITTEES**

200. The Board of Directors shall maintain no less than the following Standing Committees unless partially or temporarily exempted from this responsibility by the Annual General Meeting:

- (i) Administrative Committee

- (ii) Finance Committee
  - (iii) Programmes Committee
  - (iv) Fundraising Committee
201. Standing Committees are internal organisations of members; each presided over by a Director, to perform vital organisational functions that regulate the affairs of The House.

#### **Section 42.02 ADMINISTRATIVE COMMITTEE**

202. The Administrative Committee is chaired by the Administrative Director. Additional members to the Administrative Committee are elected by the Annual General Meeting or appointed by the Board of Directors or the Administrative Director of the Board of Directors.

##### ***(a) The Administrative Committee shall:***

1. Report to the Board of Directors and the Annual General Meeting on administrative efficiency, administrative systems and matters of measurement and record keeping within the entire organisation.
2. Advise the Board of Directors on administrative matters;
3. Set administrative procedures and standards for The House;
4. Facilitate administration, record keeping and evaluation of administration systems;
5. Provide the Board of Directors with information to facilitate an annual administrative audit.
6. Monitor and report on the handling of administrative matters, agendas, minutes, mandates and contractual performance of all committees, self-governing affiliated programmes, and The House.
7. Act as The House's legal advisor; overseeing all contracts and agreements, membership registrations and records, benefit packages and personnel matters, insurance and legislative matters.
8. Work with the Chief Executive Officer and oversees personnel and human resource matters; employment contracts, job descriptions, training programmes, task descriptions, performing skills audits, making employment decisions and conformity to local standards of legislation and operation in matters relating to personnel, and determining policy in this regard.
9. Operate within the budget constraints, permissions, and constraints to executive powers set by the Board of Directors.
10. Ensure The House's compliance to the Constitution, local legislation and the Governing Documents.

##### ***(b) Election and Term.***

203. A minimum of two members of the Administrative Committee shall be elected at each Annual General Meeting and shall serve for terms of at least two years or until their successors are elected and qualified.

*(c) Qualifications.*

204. Less than twenty percent of members on the Administrative Committee may hold any salaried position in The House.

*(d) Removal.*

205. A member of the Administrative Committee may be removed without hearing by the vote of the majority of other members.

**Section 42.03 PROGRAMMES COMMITTEE**

206. A Programmes Committee shall be formed by a General Meeting.

207. The Programmes Committee is presided over by the Vice President. Additional members to the Programmes Committee are elected by the Annual General Meeting or appointed by the Board of Directors or the Vice President of the Board of Directors.

*(a) The Programmes Committee shall:*

1. Work with the Chief Executive Officer and Social Workers and report to the Board of Directors and the Annual General Meeting on matters regarding perceived impact and affectivity of the Operation Manuals of the programmes and projects of The House.
2. Advise the Board of Directors on matters relating to The House's performance according to its in-situ Operation Manuals and Business Plans.
3. Formulate procedures and standards for the programmes and Operation Manuals to present to the Board of Directors and Chief Executive Officer.
4. Discover needs and formulates programmes to serve those needs within The House's purpose and objectives.
5. Provides the Board of Directors with information to facilitate an annual audit of all programmes.
6. Monitors and reports on the handling of matters relating to programs and projects all committees, self-governing affiliated programs, Operation Manuals and Business Plans of The House in general.
7. May appoint remunerated or non-remunerated personnel to fulfil its duties.
8. Operates within the budget constraints, permissions, and constraints to executive powers set by the Board of Directors.
9. Ensures The House's compliance to the Constitution, the Governing Documents, the United Nations Convention for the Rights of the Child, and local legislation and ministerial white papers regarding child care and children in care.

**(b) Election and Term.**

208. If a Programmes Committee be formed by a General Meeting, a minimum of two members of the Programmes Committee shall be elected at the General Meeting and shall serve for terms of at least two years or until their successors are elected and qualified.

**(c) Qualifications.**

209. Not more than twenty percent of members on the Programmes Committee may hold any salaried position in The House.

**(d) Removal.**

210. A member of the Programmes Committee may be removed without hearing by the vote of the majority of other members.

**Section 42.04 FINANCE COMMITTEE**

211. The Annual General Meeting shall form the Standing Committee on Finance, and elect no less than two persons to the Committee to manage and cause to be managed all financial matters of The House.

212. The Finance Committee shall be presided over by the Financial Director of the Board of Directors.

213. The Finance Committee shall consist of as many or as few members as it takes to perform its duties prudently.

**(a) The Finance Committee shall:**

1. Report to the Board of Directors and the Annual General Meeting on financial matters.
2. Advise the Board of Directors on financial matters.
3. Set bookkeeping and accounting procedures and standards.
4. Facilitate bookkeeping and accounting.
5. Provide the Auditor with the necessary information to conduct annual audits of the accounts.
6. Evaluate, monitor and report on the handling of funds and financial transactions of all committees, self-governing affiliated programmes, programs and projects of The House.
7. May appoint remunerated or non-remunerated personnel to fulfil its duties but no more than twenty percent of its members shall be salaried employees.
8. Operate within the budgets' constraints, permissions, and challenges.
9. Ensure procurement of goods and services are made in the most cost effective and prudent manner, obtaining, or cause to be obtained, at least three quotes and researching alternatives and

asking for donations and/or appropriate charity discounts. To this effect the Financial Director shall cause a standard form of procurement proposal to be used by officers, staff members and committees to obtain permission from the Board of Directors to procure goods.

10. Maintain, and cause to be maintained, asset registers for The House and for each premises; continually tracking replacement values, insurance values, relocation and utilisation of assets.
11. Oversee and cause employee taxation, sales tax, income tax and municipal rates and taxes to be paid correctly, timely and prudently.
12. Discover unnecessary costs, hidden costs and means to minimize costs.
13. Ensure The House's compliance to the Constitution, The Manual for Management, Bylaws and local legislation.
14. Notwithstanding other provisions of the Constitution, and the Governing Documents, the Finance Committee, working with the Chief Executive Officer shall cause to submit proposed annual income and expense budgets for The House to the Board of Directors and make recommendations to the Board with respect to major financial policies of The House. It shall review the sources of funds, the expenses and application of funds held by The House and shall also recommend long-range financial plans.

***(b) Duties of Financial Director.***

214. The Financial Director shall advise the President and the Board of Directors on financial policy and shall assist the Board in long-range planning by reviewing the sources of funds, the application of funds designated for specific purposes, the balance between foreseeable income and proposed expenditures, and the overall financial welfare of The House. From time to time, determined by the Constitution and directives of the Board of Directors, the Financial Director shall report to the President and the Board findings and recommendations respecting the current financial affairs of The House and long-range planning.

***(c) Duties of Financial Director and others in the Finance Committee.***

215. The Financial Director of the Board of Directors shall have custody of the funds of The House and shall have the usual duties of Treasurer of a corporation or company. The Financial Director or the Board of Directors may from time to time delegate, assign or appoint a member of the Finance Committee, with specified duties and authority; and any person, firm, organization or corporation dealing with The House may assume that any act performed by such a mandated person, including the execution, sealing and delivery of any document, has been performed pursuant to an effective delegation or assignment of authority as aforesaid, and The House shall be bound accordingly.

***(d) Financial Operation Manual and Business Plan.***

216. The budget of income, expenses and forecasted cash flow of The House, being the organisation's Financial Operation Manual and Financial Business Plan is the organisation's most crucial manual; is produced in co-operation with the Chief Executive Officer, and shall be adopted, monitored and adhered to; and may subsequently be amended by the Board of Directors. A budget or budgets for the following year or years shall be presented to each Annual General Meeting for its consideration and such recommendation of financial priorities as the General Meeting may wish to make.

***(e) Election and Term.***

217. A minimum of two members of the Finance Committee shall be elected at each Annual General Meeting and shall serve for terms of at least two years or until their successors are elected and qualified.

***(f) Removal.***

218. A non-executive member of the Finance Committee may be removed without hearing by the vote of the majority of other members.

**Section 42.05 FUNDRAISING COMMITTEE**

219. The Annual General Meeting shall form the Standing Committee on Fundraising, and elect no less than two persons to the Committee to manage and cause to be managed all Grants, Grant seeking and fundraising matters of The House.

220. The Fundraising Committee shall be presided over by the Director of Fundraising of the Board of Directors.

221. The Fundraising Committee shall consist of as many or as few members as it takes to perform its duties diligently.

***(a) The Fundraising Committee shall:***

1. Report to the Board of Directors and the Annual General Meeting on funds raised, grants made, fundraising issues, programmes and events.
2. Raise capital and operating funds to carry out the purposes, aims and objectives of The House.
3. Facilitate a public relations programme and maintain excellent relations with sponsoring partners, grant makers, donors and the media.
4. May also raise capital and operating funds for associate member organizations and independent affiliate organizations.
5. Cause accounts of funds raised and costs of fundraising to be kept according to instructions from the Financial Director of the Board of Directors, taking care to account for all fundraising expenses and showing the percentage of disposable income to conform to the stipulations of the Law.

6. Formulate procedures and standards for fundraising programmes, and Operation Manuals to present to the Board of Directors and Chief Executive Officer.
7. Discover opportunities to raise funds, and grant making institutions from which to seek grants, and formulates proposals and applications and fundraising programmes to serve the needs of the organisation.
8. Provides the Board of Directors with information to facilitate an annual audit of all programmes.
9. Monitors and reports on the handling of matters relating to programs and projects all committees, self-governing affiliated programs, Operation Manuals and Business Plans of The House in general.
10. May appoint remunerated or non-remunerated personnel to fulfil its duties.
11. Operates within the budget constraints, permissions, and constraints to executive powers set by the Board of Directors.

***(b) Project Proposals***

222. Fundraising projects, like any other project, shall be evaluated by the Board of Directors before launching, by consideration of a standard Project Proposal. Once adopted the Project Proposal is developed into an Operation Manual and Business Plan against which the Director of Fundraising shall regularly monitor the progress of the project; and shall intervene appropriately when necessary.

***(c) Project Committees***

223. Each separate fundraising project shall be steered by a project Committee constituted of at least a chairperson, treasurer and a secretary.

1. In addition to other tasks the treasurer shall cause standard financial accounts to be done for the project and report to the Financial Director of the Board of Directors.
2. In addition to other tasks the secretary shall be responsible for communication of letters and tokens of gratitude to all participants in the project and making reports to donors and the Board of Directors.
3. In addition to other tasks the Director of Fundraising directs and executes the mandate and Project Proposal of the fundraising projects.

*(d) Election and Term.*

224. A minimum of two members of the Fundraising Committee shall be elected at each Annual General Meeting and shall serve for terms of at least two years or until their successors are elected and qualified.

*(e) Removal.*

225. A non-executive member of the Fundraising Committee may be removed without hearing by the vote of the majority of other members.

**ARTICLE 43. AD-HOC COMMITTEES**

226. The Annual General Meeting and the Board of Directors may form ad-hoc committees as and when necessary. The following ad-hoc committees should be formed.

**Section 43.01 ANNUAL GENERAL MEETING PLANNING COMMITTEE.**

227. During April of each year the Board of Directors shall form an Annual General Meeting Planning Committee.

228. The Administrative Director of the Board of Directors shall preside at the Annual General Meeting Planning Committee.

229. The Annual General Meeting Planning Committee shall be responsible for calling and organising the Annual General Meeting.

230. The Annual General Meeting Planning Committee shall wrap up their affairs and disband after the Annual General Meeting.

231. The Annual General Meeting Planning Committee may establish subcommittees of its members and may delegate part or all of its powers to them.

**Section 43.02 COMMISSION ON APPRAISAL.**

232. A Commission on Appraisal may be formed by a General Meeting of The House.

233. The Commission on Appraisal shall consist of an uneven number of members, the minimum being five elected members. A member shall not, during the term of office, serve as an officer or hold a salaried position in The House. The Commission on Appraisal shall:

1. Review any function or activity of The House which in its judgment will benefit from an independent review and report its conclusions to a General Meeting;
2. Study and suggest approaches to issues which may be of concern to The House; and
3. Report to the Board of Directors their findings by the end of May each year; and

4. Report to a General Meeting at least once every year on their work, and the program and accomplishments of The House.
5. Receive requests from the Board of Directors or any Committee or organization within The House. It may review requests and choose to either accept the task or deny investigation. Details of every request and investigation will be delivered in the annual report to the General Meeting.

#### **ARTICLE 44. MEMBERSHIP**

234. The House has a single tier membership and has no share capital.
235. Persons of legal voting age in their state or country may apply for membership of The House.
236. In exercising its discretion to admit members the Board of Directors shall have no regard to the colour, race, creed religious affiliation or political persuasion of any prospective member.
237. The Board of Directors shall be entitled at any time in its sole discretion to terminate the membership of any member provided that in doing so it shall not be in contravention of the rule of paragraph 236 above.
238. Members who become under investigation or become convicted of crimes of violence, illicit drugs, sexual crimes, fraud or embezzlement shall, to better serve The House's public duties withdraw their membership.
239. The Board of Directors may reinstate a member upon satisfaction of public opinion of the member's fitness to perform his or her duties without compromise to The House's integrity in the public eye. The President's decision in this regard is final and in no manner expresses or conveys a message of The House's judgement on the member's presumed innocence or guilt in the charges.
240. Members of The House shall be entitled to attend any general meeting of The House, to vote at such meetings on any proposal, to vote in the election of a Board of Directors at Annual General Meetings
241. Application for membership shall be made on a form to be approved by the Board of Directors and shall always be so framed as to bind applicants to the Constitution of The House.
242. Persons admitted as members of The House shall pay such membership fees as may be determined from time to time by the Board of Directors and shall not be entitled to any refund in the event of their membership terminating for any reason.

##### **Section 44.01 MEMBERS IN GOOD STANDING**

243. Members in good standing are:
1. Paid-up members;

2. Members who have a signed pledge on file with the Administrative Director stating their intention to conform with the Constitution of The House;
3. Members who actively advance the Cause(s) of The House in the community by spreading the word, advocating, recruiting members, volunteering and/or serving on committees;

#### **Section 44.02 MEMBERSHIP FEES**

244. In order to vote on a meeting a member must be in good standing with the organisation and membership fees need therefore be paid up to date.
245. A Membership Card will be issued to paid-up members.
246. The Annual General Meeting determines Membership Fees, and are required to review the fees each year.
247. Details regarding Membership Fees, payment procedure, pro-rated discounts (if any), and card issuing fees are determined by the Annual General Meeting and are published in the Bylaws.

#### **Section 44.03 DUTIES OF MEMBERS**

248. Members share the duty to be mindful and informed about the Cause(s) served by The House and to advance the Cause by acceptable means, including:
1. advocating on its behalf;
  2. lobbying on its behalf;
  3. influencing one's community;
  4. volunteering;
  5. serving on Committees;
  6. fundraising;
  7. recruiting new members.

#### **Section 44.04 RIGHTS OF GUESTS AND NON-MEMBERS**

249. Members of the public who are not members in good standing may attend the Annual General Meeting providing adequate notice was given to the Administrative Director and a subsequent reservation was made but may not volunteer or serve on any committee.
250. Members of the public who qualify in terms of the Constitution to receive services from The House, and who pledge to abide by the rules of the particular programme(s), may do so upon invitation. Invitation to partake in the programmes of The House may be withdrawn by the Chief Executive Officer or the Board of Directors.

## ARTICLE 45. GENERAL MEETINGS

251. There are three types of General Meetings which members use to direct their organisation. A General Meeting is any meeting of members, where all members in good standing are invited to attend to conduct the business of The House. The Board of Directors usually calls General Meetings.

### *(a) Annual General Meetings*

252. The Annual General Meeting is that particular regular General Meeting held every year in at 15:00 on the second Saturday of July to review the work of The House, direct the organization, conduct business as per the Constitution and the Agenda, and elect a Board of Directors, officers and Committee members for the following year.

### *(b) Special General Meetings*

253. A Special General Meeting may be called by the Board of Directors or any group representative of the majority of members of The House.

254. Special General Meetings are usually called to resolve urgent matters that should not wait for the Annual General Meeting.

255. Special General Meetings called by a group of members representative of the majority of members of The House, without approval from the Board of Directors must be validated by the Board of Patrons before being called. The notices of such a Special General Meeting must accompany the Board of Patrons' validation of the notice of meeting.

### **Section 45.02 RULES OF PROCEDURE FOR GENERAL MEETINGS .**

256. Rules of procedure for the conduct of General Meetings shall be adopted from The Manual of Management.

### **Section 45.03 PLACE OF THE GENERAL MEETING.**

257. A General Meeting shall be held at such place in South Africa as the Board of Directors, or the group calling the Special General Meeting, shall reasonably determine to be accessible to the majority of members.

### **Section 45.04 TIME OF A GENERAL MEETING**

258. The Board of Directors, or the group calling the Special General Meeting, shall determine the time of the General Meeting. General Meetings shall be called at times reasonably considered convenient for the majority of members.

259. The Board of Directors shall allow adequate time for the meeting to run its full course to be successfully accomplished after acceptance of the Minutes of that meeting. Adequate time for a General Meeting is most often, depending on the nature of the Agenda, not less than four hours.

**Section 45.05 NOTICE OF MEETINGS.**

260. Notice of each annual, regular or special General Meeting shall be given not less than thirty days before the date thereof in such form and manner as the Manual of Management or the Bylaws shall determine. Such notice shall state the purpose of the meeting, agenda, exact place, date, and hour of the meeting.
261. Notice of a special General Meeting shall indicate at whose authority it is called.

**Section 45.06 VOTING.**

262. Voting at General Meetings shall be by members in good standing only.
263. Each member, delegate or officer shall have only one vote, even if present in more than one capacity.

**(a) Proxy Voting**

264. Proxy voting is allowed in matters where an informed decision could be made by the proxy voter before the meeting. Any vote for or against a proposal that called for discussion and additional information to be shared at the meeting cannot be deemed to qualify for a proxy vote. The President's decision in this regard may be final but a vote to determine the case may be normal. Nevertheless, whatever the decision in this regard the President shall formulate a statement to the effect for the benefit of the meeting and the Minutes.

**Section 45.07 DELEGATES TO GENERAL MEETINGS.**

**(a) Voting members**

265. Each affiliate member organisation of The House is entitled to be represented at a General Meeting by delegates who are members of such congregation, selected in accordance with its Constitution or procedures.
266. The Administrative Director shall determine the number of delegates an affiliate member organisation may delegate; an organisation may delegate the same percentage of members to an Annual General Meeting as its own budget's percentage to that of The House.

**(b) Non-voting members**

267. The authority responsible for calling the General Meeting may, upon request, allow non-delegates to attend the General Meeting, usually without a voting right.

**Section 45.08 COST OF ATTENDANCE**

268. The Annual General Meeting shall determine a cost per person rate to charge members in attendance of General Meetings and the resolution be published in the Bylaws.

**Section 45.09 RESOLUTIONS**

269. All resolutions shall be passed by a simple majority of members present and the President shall in addition to his deliberate vote, have a casting vote.
270. Resolutions shall be formulated by the Committee or Board according to the format stipulated in the Manual of Management and shall be finalized before closure of the meeting.

**ARTICLE 46. NOMINATIONS AND ELECTIONS****Section 46.01 RULES FOR NOMINATIONS AND ELECTIONS.**

271. Rules relating to nomination and election procedures shall be those detailed in the Governing Documents of The House.
272. If no valid and timely nomination is made by members, the Board of Directors shall nominate one or more candidates for election.
273. Each member to be nominated shall give her or his explicit permission to stand for election. The Administrative Director of the Board of Directors shall request a permission document to be filed at the time of nomination.
274. A member that is not present in the room at the moment of election shall be deemed to have withdrawn his or her nomination unless a prior written arrangement has been made to the satisfaction of the secretary.

**Section 46.02 NOMINATION PROCEDURES FOR EXECUTIVE OFFICERS.**

275. The nomination procedures set forth here, and the rules of Governing Documents, adopted hereunder are exclusive, and no person who is not nominated in accordance with such procedures can be elected to an executive position.

**Section 46.03 NOTICE OF THE ANNUAL GENERAL MEETING COMMITTEE.**

276. On or before the last day of April of each year, the Annual General Meeting Committee shall notify all members and affiliated organisations in writing of the elective positions at large and vacancies to be filled at the next Annual General Meeting or Special General Meeting.
277. Notices shall include task descriptions and qualifications necessary to fulfil the elective positions.
278. The Board of Directors or group responsible for calling the meeting must take all reasonable measures to notify all members in good standing, and the Auditor, of the notices of the Annual General Meeting Committee. The notice shall be deemed appropriately given if made by registered letter to the address registered with the Administrative Director of the Board of Directors on the members' database. The Administrative Director of the Board of Directors shall publish the members' database in the official newsletter at least twice per year.

279. The Annual General Meeting Committee shall receive all nominations and process such to present to the Annual General Meeting in due time.

**Section 46.04 NOMINATION BY ANNUAL GENERAL MEETING COMMITTEE.**

280. The Annual General Meeting Committee shall submit qualifying nominations for each elective position at large to be filled.

281. The report of nominations of the Annual General Meeting Committee shall be filed with the Administrative Director of The House and be mailed to all members and affiliated organisations on or before June 15 of each year.

**Section 46.05 NOMINATION BY PETITION.**

282. A nomination for the offices of President, Administrative Director or Financial Director may be made by petition signed by no fewer than twenty-five members, or a majority of members. An independent affiliated organisation may authorize the signing of a nomination petition by vote of its governing board or by vote at a duly called meeting of its members. Such a petition shall be filed with the Administrative Director of The House, in such form as the Administrative Director may prescribe, not later than May 15.

**Section 46.06 QUALIFICATIONS OF NOMINEES.**

283. Each person nominated for an executive position at large shall be a member in good standing. No person shall be nominated for more than two elective positions. If a person is nominated for more than two such elective positions, the Administrative Director of The House shall so notify such person in writing and such person shall have ten days from the date of the notice to select those nominations most acceptable to him or her. In the absence of a timely selection, the Administrative Director shall decide which nominations to put forward at the meeting.

**Section 46.07 VACANCY IN NOMINATIONS.**

284. If all persons nominated for an elective position at large pass away, decline to serve or are disqualified after the time has expired for making any further nominations, or if no valid and timely nomination is made, the position shall be filled after the final adjournment of the Annual General Meeting at which the election would have been held, in the same manner as if the position had been filled by election and had then become vacant.

**Section 46.08 SUPERVISION OF ELECTIONS.**

285. The Administrative Director shall supervise all elections for elective positions at large. The Administrative Director may appoint a Committee of tellers to count ballots and perform other routine duties. The President shall decide questions arising during such an election concerning [the President's decision in this regard shall be final]:

1. the interpretation of any provision of the Constitution, Bylaws or of Rules made hereunder relating to election procedures;

2. any procedural problem relating to the election which is not covered by these Bylaws or by the Rules; or
3. the interpretation of the intent of a voter in marking the ballot.

#### **Section 46.09 CONDUCT OF ELECTIONS AT LARGE.**

##### ***(a) Election by Ballot.***

286. Voting shall be by written ballot, except that if only one person has been validly nominated for each elective position at large the persons so nominated shall be declared elected and no ballots shall be required.

##### ***(b) Persons Entitled to Vote.***

287. Ballots shall be cast only by members in good standing and by accredited delegates from independent affiliated organisations in attendance at the Meeting.

##### ***(c) Absentee Voting.***

288. Those entitled to cast ballots in an election may cast their ballots by mail. Absentee ballots shall be mailed at least twenty days prior to the Annual General Meeting at which the election is being held. An absentee ballot must be received by the Administrative Director not less than seven calendar days before the Annual General Meeting in order to be confirmed and counted.

#### **Section 46.10 COUNTING OF BALLOTS.**

##### ***(a) For President.***

289. If there are no more than two duly nominated candidates for President, the candidate receiving the greater number of votes is elected. If there are more than two duly nominated candidates for President, the ballot shall be designed to permit the designation of first, second, third, etc. choice. If no candidate receives a majority of the first-choice votes cast, the candidate receiving the lowest first choice vote shall be eliminated and the ballots cast for such candidate shall be redistributed in accordance with the second choice indicated thereon. This process shall be repeated until one candidate receives a majority of all votes cast or until only two candidates remain, at which time the one receiving the greater number of votes is elected.

##### ***(b) For Other Elective Positions at Large.***

290. If there is one elective position at large to be filled, the candidate receiving the greatest number of votes is elected. If there is more than one such elective position of the same kind to be filled, the candidates respectively receiving the greatest number of votes are elected.

**ARTICLE 47. ANNUAL GENERAL MEETING**

291. The Administrative Director shall cause an Annual General Meeting of members to be held at 15:00 on the second Saturday of July of each year. If the Administrative Director fails to appropriately call the Annual General Meeting responsibility for the task immediately defaults to the President and the Board of Directors.
292. The Notice of Annual General Meeting shall be deemed appropriately given if such notice is placed on the main notice boards, published in the official newsletter, and mailed to members in good standing by registered mail to the address on file, at least thirty days before the meeting.

**Section 47.01 AGENDA FOR THE ANNUAL GENERAL MEETING**

293. The provisional Agenda for the AGM will be posted along with notification of the meeting. The Administrative Director will be available, at reasonable hours, to receive proposals for additional items to be placed on the Agenda.
294. The Board of Directors may initially refuse to include any suggested item for discussion on the Agenda but the Secretary must, at the onset of the Annual General Meeting, deal with each refusal and, if need be, put the items to the vote of the assembly to decide the matter of its inclusion on the Agenda.
295. The final Agenda for the Annual General Meeting will be posted at least fourteen days before the Annual General Meeting to provide members to prepare, and affiliated organisations of The House to prepare their delegates for the Annual General Meeting.
296. The Annual General Meeting shall conduct at least the following business:
1. Discuss the President's Annual Report
  2. Hear the presentation of the Auditor; Discuss the Audited Annual Financial Statements and either accept or reject it.
  3. Review the past year's activities and evaluate The House's performance in general – discussing reports from the various Standing Committees, Programmes, and Review Board and Evaluation reports.
  4. Review the work of all Committees and evaluate their relevance and performance.
  5. Review the work of the Board of Directors and evaluate its relevance and performance.
  6. Discuss the Financial Director's proposed budget for the following year and for the following five year term. Mould the budget to an acceptable level and adopt it by majority vote of no less than 75%.
  7. Identify strong points and weaknesses in the organisation, and adopt resolutions to ensure progress during the following year.

8. Hear statements from members standing for election.
9. Elect a Board of Directors to govern The House for the following year.
10. Elect Presidents and/or members of Committees for the following year.
11. Appoint an Auditor for the following year.
12. Adopt the Minutes and Resolutions of the Meeting.

#### **Section 47.02 MINUTES OF THE ANNUAL GENERAL MEETING**

297. Minutes of the Annual General Meeting shall be concluded, finalised, approved and adopted before the close of the Annual General Meeting.
298. The Minutes shall record and reflect basic deliberation and consideration on every point of the Agenda.
299. The Minutes shall record and reflect each resolution clearly and unambiguously.
300. The Minutes shall reflect clearly who is responsible for which task, the timeframe allowed for the task, and the time when the President should intervene to reassign the task should it not meet with the required, and follow-up actions once a task is completed.

#### **ARTICLE 48. INDEPENDANT AFFILIATE ORGANISATIONS**

301. The Annual General Meeting may admit to affiliated status those independently constituted and operated organizations whose purposes and intentions it finds to be in sympathy with the principles of The House , and may terminate such status upon finding that the organization no longer meets the foregoing qualifications or is not in compliance with the rules relating to such organizations. The status granted is that of independent affiliate.
302. Independent affiliates may add the logo, "affiliated to The House Group" and display the icon determined by the Board of Directors to be used by affiliate organisations along with their own logo.
303. The Board of Directors shall adopt rules governing the requirements for admission to and retention of affiliated status. The requirements shall include a payment of an annual affiliation fee.
304. The House shall neither exercise control over nor assume responsibility for the programs, activities, or finances of any independent affiliate.

**Section 48.01 AUTONOMY OF ASSOCIATE MEMBER ORGANIZATIONS AND  
INDEPENDENT AFFILIATE ORGANIZATIONS**

305. Nothing in the Constitution or Bylaws shall be construed as infringing upon the control of associate member organizations and independent affiliate organizations by their own membership.

**Section 48.02 MEMBERS OF MEMBER ORGANIZATIONS**

306. For the purposes of the Constitution, a member of a member organisation is any individual who pursuant to its procedures has full or partial voting rights at business meetings of the organisation and who is certified as such by an authorized officer of the organisation.

307. Members of an independent organisation affiliated to The House are considered to be fraternal in that we share common visions, objectives and aims.

**ARTICLE 49. DISSOLUTION OF THE ORGANISATION**

308. The House may be dissolved if at least two thirds of members present and voting at a general meeting of members convened for the purpose of considering the matter are in favour of dissolution. Not less than thirty days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of The House and disposal of its assets will be considered. If there is no quorum at such general meeting, the meeting shall stand adjourned for not less than seven days and not more than twenty one days and the members attending such meeting shall constitute a quorum. Article 20 of the Constitution shall apply and be in force during a session considering dissolution of The House.

309. If upon dissolution of The House there remains 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 transferred to such other charitable, religious or educational institutions within the Republic of South Africa, which are themselves authorised in terms of the Fund raising Act 107 of 1978 to collect distributions, and are exempt from income tax in terms of section 10[1][f] of the Income Tax Act.

**ARTICLE 50. AMENDMENT OF THE CONSTITUTION**

310. The constitution of The House may be amended by two thirds majority of votes passed at any general meeting of The House given that the conditions of Article 50 shall apply.

311. Copies of amendments shall be forwarded to the Director of Fund raising and to the Commissioner for Inland Revenue within 30 days after an amendment has been made.

**Section 50.01 AMENDMENTS WITH BOARD OF PATRONS' ENDORSEMENT**

312. The Constitution may be amended by a two-thirds vote at a General Meeting if a proposed amendment has been placed on the agenda; provided, however, that proposals to amend or repeal a section of the Constitution, or to add a new such section, shall be endorsed by the Board of Patrons and the Board of Patrons' endorsement thereof is attached to the agenda.
313. The Board of Patrons assists the General Meeting in this matter to verify that sections amended, repealed or added do not constitute a material breach of the contract between The House and institutional donors, sponsoring partners, and international agencies, which will jeopardise The House's relationship and affiliation with them.

**Section 50.02 AMENDMENTS WITHOUT BOARD OF PATRONS' ENDORSEMENT**

314. A proposal to amend, repeal or add a new article without the Board of Patrons' endorsement shall be subject to a two-step approval process. Such proposals must be placed on the agenda of a General Meeting and approved preliminarily by a majority vote at such General Meeting. Following such preliminary approval, the proposal to amend, repeal or add a new article shall be placed on the agenda of the next General Meeting for final adoption. Final adoption shall require a two-thirds vote.

**Section 50.03 SUBMISSION OF PROPOSED AMENDMENT.**

315. Proposed amendments to the Constitution may be submitted only by:
1. the Board of Directors;
  2. the General Meeting Planning Committee;
  3. the Commission on Appraisal
  4. a group of members not less than the majority of members;
316. Proposed amendments to the Constitution must be received by the Annual General Meeting Planning Committee on or before the last day of April; otherwise, not less than ninety days before a General Meeting;

**Section 50.04 AMENDMENTS SUGGESTED OR REQUIRED BY THE BOARD OF PATRONS**

317. From time to time Board of Patrons may, learning from worldwide experience, suggest or require amendments to the Constitution of The House. Board of Patrons will attach both an urgency grade and a substance grade to the proposed changes.
318. Proposed changes marked by Board of Patrons as urgent may be to ward off potential legal disasters due to oversight or error in the Constitution and should be considered at a single General Meeting on an urgent basis.

319. Proposed changes marked by Board of Patrons as, of substance, may be to cause a slight change in focus, or accommodate a new service sector to fulfil the needs of a sponsoring partner or international agency to acquire its patronage.

#### **Section 50.05 AMENDMENTS AS ADDENDA**

320. Once approved amendments shall be added to the Constitution as addenda and the index of the Constitution shall clearly state which articles were affected or that a new article was added in the addenda.

#### **ARTICLE 51. INTERPRETATION OF THE CONSTITUTION**

321. In the event that interpretation of the Constitution proves a dilemma the President or the Board of Directors may request an interpretation from the Board of Patrons. Whatever interpretation of a difficult situation may arise may be added to the addenda under a new category Interpretations. If, however the difficulty in interpretation should arise from unclear text in the Constitution the Board of Directors or Board of Patrons may suggest amendments to the Constitution, in which case it may not be necessary to add an entry under the category Interpretation in the addenda.

#### **ARTICLE 52. ADDING BYLAWS**

322. A General Meeting or the Board of Directors may from time to time adopt or incorporate specific addenda to the Constitution, usually taking the form of Bylaw Articles adopted to formulate policy, set standards and further organise the affairs of The House.

323. In order to be valid Bylaws cannot be contrary to the Constitution but rather embody certain interpretations of the Constitution and particular rules of operation resulting from the Constitution.

324. Bylaws are formulated, adopted and changed by General Meetings or by the Board of Directors and published in the addendum to the Constitution known as the Bylaws. The rules of formulating and publishing Bylaws are taken from the Handbook of Management.

325. Intentions to request amendments to be made to the Addenda must be giving in writing, at least twenty-one days before the General Meeting. Such a notice of intent shall be considered fairly and appropriately given if:

326. The notice is delivered by registered mail to Board of Patrons at least thirty days before the General Meeting and every reasonable effort was made to bring the notice to the attention of every member of the community.

1. the notice clearly explains all the implications the intended changes will have
2. the notice clearly indicates the relevant Bylaws or Article(s) and changes in wording

- 3. the notice gives fair reason why the changes are necessary
- 4. the intended changes do not jeopardise either The House’s status as a non-profit organisation or The House’s status and fellowship as a recognised member of the worldwide body of The House.

**ARTICLE 53. REPEAL OF CONSTITUTION OF JANUARY 1992**

327. The present Constitution replaces the Constitution of January 1992 as signed at Johannesburg on the eight day of January 1992 and as amended by resolution at the Annual General Meeting of the Association on the thirteenth day of June 1993 with the addition of clauses 15 and 16 as proposed amendments that were ratified at an Annual General Meeting in 1994.

328. The present Constitution incorporates the essence of the repealed constitution but adds more substance to the particulars of management procedures and orders of business to better serve the public and the members of The House.

**ARTICLE 54. ATTESTATION**

We, the undersigned, herby certify that the above is the constitution of The House Group.

Thus done and signed at .....

on this ..... day of ..... 2003.

.....  
President

.....  
Administrative Director

.....  
Commissioner of Oaths or Witnesses

.....  
Commissioner of Oaths or Witnesses

.....  
Commissioner of Oaths or Witnesses