

CONSTITUTION OF A CHANCE TO PLAY SOUTHERN AFRICA

1. Name

- 1.1 The organization hereby constituted will be called **A Chance to Play Southern Africa**.
- 1.2 Its shortened name will be **ACTPSA**

2. Legal Status

The organisation is a body corporate that shall:

- Exist in its own right, separate from its members
- Continue to exist even when its membership changes and there are different office bearers
- Be able to own property and other possessions
- Be able to sue and be sued in its own name

3. Objectives

- 3.1 The organization's main objective is to advocate for and promote play opportunities for children in Southern Africa
- 3.2 The organization's secondary objective will be to form a network with its members sharing information about play and play opportunities for children

4. Income and property

- 4.1 The organisation will keep records of everything it owns
- 4.2 The organisation may not give any of its money to its members or office bearers
The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 4.3 A member of the organization can only get money back from the organization for expenses that she or he has paid for or on behalf of the organization
- 4.4 Members or office bearers of the organisation do not have rights over things that belong to the organisation

5. Membership and General Meetings

- 5.1 If a person wants to become a member of the organisation, she or he will have to ask the organization's management committee. The management committee has the right to say no.
- 5.2 Members of the organisation must be part of its annual general meetings (AGM), either by attending the meetings or via electronic means. At the annual general meeting members exercise their right to determine the policy of the organization. All relevant policy motions must be sent to members in good time before the meeting to allow members to send their comments if unable to attend.
- 5.3 Before each annual general meeting or special meeting of the organization, each member organization must choose a representative who will vote on its behalf

6. Management and Governance

- 6.1 A board of directors will give direction and strategy to the organization. It will monitor the implementation of the strategy
- 6.2 The board will consist of no less than 9 board members that should be representative of the regions from which the members come and at least one youth representative. The board represents the members of the organization.
- 6.3 The board must hold at least two skype meetings per year. Half of the members of the board need to take part in the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum as long as at least 3 board members from regions other than South Africa take part.
- 6.4 A management committee that will manage the day to day work of the organisation
- 6.5 The management committee will be made up of not less than 4 members who are also Board Members and office bearers of the organisation
- 6.6 The management committee will meet at least every second month. More than half of the members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.
- 6.7 The board & management committee will serve for one year. They can stand for re-election immediately and again and again, as long as they are nominated by a member and agree to be nominated.
- 6.8 The board/management committee are elected at the annual general meeting. A quorum is 20 and must represent members from all regions, present or voting electronically. Candidates are elected by majority vote (more than half of the votes). Postal and electronic votes are valid.
- 6.9 Board and management committee members must be nominated by one member each, prior to the annual general meeting. Candidates must agree to the nomination after reading and agreeing to the responsibilities of the board/management committee. They must fill out and send in the nominee form.
- 6.10 After election, elected board member will appoint the office bearers and confirm their duties at a meeting held at the conclusion of the AGM. Board/management committee members must sign a document agreeing to confidentiality and reliability in serving the organization.
- 6.11 If a member of the board/ management committee does not take part in three meetings in a row, without apologies given, then the board/ management committee will find a new member to take that person's place while maintaining regional representation.
- 6.12 Minutes will be taken at every meeting of the board/ management committee to record the business of the meeting and decisions taken. The minutes of each meeting will be given to the board/management committee members at least two weeks after the meeting. Comments and suggestions must be sent to the chairperson one week before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the board/management committee, and shall thereafter be signed by the chairperson.
- 6.13 All members of the organisation have to abide by decisions that are taken by the management committee and, where applicable, ratified by the Board

7. Meeting and Procedures of the Board and Management Committee

- 7.1 The chairperson or two members of the board or management committee can call a special meeting if they want to. They must let the other board members/management committee members know the date of the proposed meeting not less than 21 days before it is due to take place. They must also tell the other members of the board /management committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to censure/remove a board/management committee member, then those calling the meeting must give the other board/committee members not less than 30 days notice.
- 7.2 The chairperson shall act as the chairperson of the board/management committee meeting. If the chairperson does not attend a meeting, then the Vice Chairperson will chair the meeting. If the Vice Chairperson is not present then members of the board/management committee who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
- 7.3 There shall be a quorum whenever such a meeting is held
- 7.4 When necessary, the board/management committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 7.5 Minutes of all meetings must be kept safely and always be on hand for members to consult
- 7.6 If the board/management committee thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the board/management committee on its activities within negotiated time limits or at regular intervals.

8. Powers of the Organisation

- 8.1 The management committee, with the approval of the Board, takes on the power and authority that it needs, to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.
- 8.2 The management committee has the power and authority to raise funds, to invite and receive contributions and to set fees for income generating activities
- 8.3 The management committee has the power to open accounts and manage funds on behalf of the organisation
- 8.4 The management committee has the power to hire and monitor employees and to terminate employment
- 8.5 The management committee has the power to purchase or rent equipment, premises & vehicles as required to achieve the objectives of the organization
- 8.6 The management committee has the right and responsibility to develop and implement policies for proper management
- 8.7 The management committee has the power to set up committees made up of staff, members and stake-holders for the purpose of programme implementation

9. Annual General Meeting

9.1 The annual general meeting must be held once every year, within six months of the financial year end and within 2 months of the completion of the organisation's annual financial statements. The notice, agenda, & other relevant documents must be sent to members at least two weeks before the meeting.

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

- Agree to the items to be added to the agenda
- Circulate attendance register and record apologies and postal/electronic votes
- Read and confirm the previous meeting's minutes and discuss matters arising
- Chairperson's report
- Financial report
- Changes to the constitution that members may want to make
- Elect new board and management committee
- Appointment of accounting officer
- General
- Close the meeting

9.3 A Quorum for voting at the AGM will be a minimum of 20 members present or voting electronically. Motions/elections require a majority vote (more than half of the votes)

10. Finances

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

10.2 The treasurer of the management committee's job is to

- monitor the day to day finances of the organisation
- arrange for all funds to be put into a bank account in the name of the organisation
- ensure that proper records of all finances are kept

10.3 Three people have signing powers on the organisation's account – treasurer and chairperson of the management committee and one staff member. If signatures are required, any 2 of the 3 signatories may sign with the consent of the chairperson. When funds are taken out of the banking account, the chairperson and one staff member approve payment. The treasurer makes the payment.

10.4 The financial year of the organisation ends on 31 March and covers a full 12 months period

10.5 The organisation's annual financial report must be ready and handed to the director of Non-profit Organisations within six months after the financial year end

10.6 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. The organisation can go to different banks to seek advice on the best way to look after its funds.


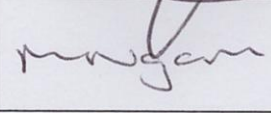
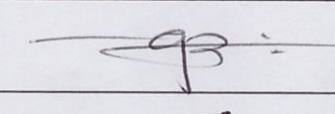
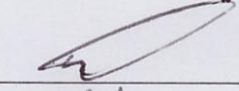
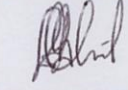
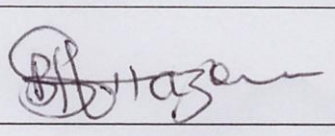
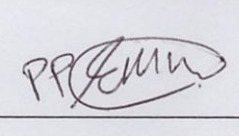
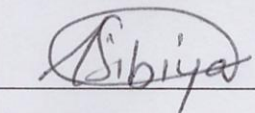
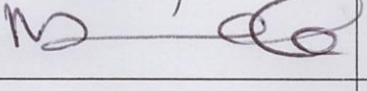
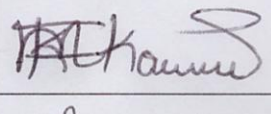
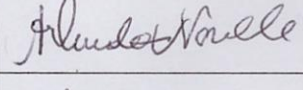
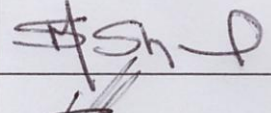
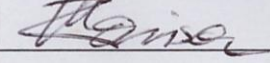
11. Changes to the Constitution

- 11.1 The constitution can be changed by a resolution
- 11.2 The positive vote of at least 20 members, either present at the meeting or voting electronically (“the quorum”), is required before a decision to change the constitution is taken. Any annual general meeting or special meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in 11.3.
- 11.3 A formal notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 11.4 No amendments may be made which would have the effect of making the organisation cease to exist

12 Dissolution/Winding-up of the Organisation

- 12.1 A formal notice proposing the closing down of the organisation must be circulated to all members. They will be invited to attend a meeting called for the purpose of considering such a matter.
- 12.2 The organisation may close down if a majority of members present at the meeting or responding electronically, if attendance at the meeting is not possible, are in favour of closing down.
- 12.3 When the organisation closes down it has to pay off all its debts
- 12.4 After doing this, if there is property or money left over, it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The board can decide what organisation this should be and the members should be notified of the decision.

This first revision of the Constitution of A Chance to Play Southern Africa was approved at a general meeting of members held on 06 July 2015, and is hereby signed by the current board of directors present.

	Name	Signature	Country
Chairperson	Mxolisi Nyuswa		RSA
Vice Chairperson	Moira Ngaru		ZIMBABWE
Treasurer	Gcobani Zonke		RSA
Secretary	MICHAEL MATANZIMA		RSA
Member	EDWARD TEMBO		ZAMBIA
Member	SIMPANDE B. HAACHIZOVU		ZAMBIA
Member	Reuben Molale		RSA
Member	Wiseman Sibiyi		RSA
Member	MECK SIBANDA		ZIMBABWE
Member	KINGSTON MAKONI		NAMIBIA
Member	Rui Mutemba		MOZAMBIQUE
Member	Sharon Shevil		RSA
Member	CYNTHIA MORRISON		RSA