



## *First Draft* **SANGOCO CONSTITUTION (2011)**

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## **PREAMBLE**

Whereas the representatives of development organisations in South Africa:

Noting that the political change to a democratic order in South Africa creates new challenges for the non-profit sector.

Realising that the challenges of the future can be best addressed through a united independent Coalition of civil society organisations.

Accepting that we are united in our purpose to eradicate poverty and the skewed development legacy of apartheid.

Acknowledging that our diversity unites us.

Mandated by our respective organisations, institutions and members.

Hereby resolve:

- a. To establish a national unitary civil society coalition whose main purpose will be to create and maintain an enabling climate for the non-profit community, promoting people-centered participatory development, influencing national and international policy development and promoting a vibrant democracy.
- b. To adopt the following document guiding the affairs of the Coalition and setting aside all other previous Memorandums, Constitutions and Regulations.

NAME

The name of the organisation shall be the:

### **SOUTH AFRICAN NATIONAL NGO COALITION**

Shortened name: **SANGOCO**

hereinafter referred to as "the Coalition".

## **1. NATURE OF THE COALITION**

The Coalition is established as a voluntary association and operates as a national Coalition comprised of nine (9) Provincial NGO Coalitions which in turn as a number of indigenous civil society organisations.

## 2. AIMS AND OBJECTIVES

The objectives of the Coalition are as follows:

- a. To work towards creating an enabling environment by influencing the legislative framework in which CSOs operate.
- b. To identify development priorities and seek to influence donors, grantmakers, organized business and other stakeholders to support the Coalition's development agenda.
- c. To promote community participation in the conceptualisation, implementation and evaluation of the reconstruction and development of South Africa.
- d. To conceptualise and implement advocacy programmes aimed at lobbying for policies which advance the interests of marginalised (e.g. the poor, women and rural) members of our society.
- e. To build the institutional capacity of sectoral and provincial networks to effectively meet the needs of their members.
- f. To support sectoral and provincial networks in their endeavours to lobby for an enabling framework environment in their respective spheres of operation.
- g. To initiate discussion and stimulate debate amongst members organisations on strategic issues affecting the sector.
- h. To assist member organisations to identify and address opportunities and threats in the socio-economic environment, which may advance or constrain the work of their respective organisations.
- i. To promote cross-border networking and cross-pollination of information, knowledge and development experience in Southern Africa and other parts of the world.
- j. To strengthen and develop the CSO leadership by sponsoring management and leadership development programmes.

- k. To promote collaboration amongst CSOs working in the same geographical area or sector.
- l. To affiliate to Southern African, African and international CSO structures and to influence socio-economic policies in society.
- m. To collaborate on a principled basis through written agreements with other organs of civil society (for example, organized labour and faith-based organizations) in building a strong national as well as regional civil society.

### **3. LEGAL STATUS**

The Coalition is a body corporate with its own legal identity which is separate from its office-bearers and members. The Coalition will continue to exist even if the members change.

### **4. INCOME AND PROPERTY OF THE COALITION**

- a. Members and office-bearers have no rights in the property or other assets of the Coalition solely by virtue of their being members or office-bearers.
- b. The income and property of the Coalition shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Coalition or office-bearers, except as reasonable compensation for services actually rendered to the Coalition or reimbursement of actual costs or expenses reasonably incurred on behalf of the Coalition.

### **5. POWERS OF COALITION**

The Coalition shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

- 5.1. To institute or defend any legal or other proceedings and to settle any claims made by or against the Coalition,
- 5.2. To prudently invest funds of the Coalition.
- 5.3. To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Coalition,
- 5.4. To donate and transfer the property and assets of the Coalition to public benefit organisations with similar objectives,
- 5.5. To borrow and to use the property or assets of the Coalition as security for borrowing,
- 5.6. To execute any act or deed in any deeds registry, mining titles or other public office,
- 5.7. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company, and
- 5.8. To exercise all the powers and authority of the Coalition in South Africa and in any other part of the world.

## **6. MEMBERSHIP**

- 6.1. The members of the Coalition shall be the nine (9) Provincial NGO Coalitions that are established as independent non-profit organisations.
- 6.2. The National Council may admit natural persons as members to the Coalition.
- 6.3. The National Council may determine the conditions for membership.
- 6.4. Membership is not transferrable.

- 6.5. The National Council must keep a register with the names and updated addresses of all the members.
- 6.6. Membership terminates if a member is removed by a two-thirds majority resolution of duly constituted General Meeting of the Members. Provided that the Provincial Coalition has been given an opportunity to make written or verbal representations at a meeting of the Members pertaining to the proposed termination.
- 6.7. Each Provincial NGO Coalition shall be entitled to appoint a representative to the National Council.
- 6.8. Member organisations must observe the *Code of Ethics* of the Coalition.
- 6.9. Member organisations shall be obliged to meet all financial and other obligations as shall be determined from time to time by the National Council or any of its competent organs.
- 6.10. A Provincial NGO Coalition may resign from the Coalition by giving written notice to that effect to the National Council at least three months prior to the effective date of the intended resignation.

## **7. AUTONOMY OF MEMBERS**

Members will remain autonomous Provincial NGO Coalitions governed by their own constitution, registration, policies and procedures. Members will not be able to create any financial obligations for the Coalition. Members shall abide by the Constitution, policies, resolutions and programmes of the Coalition.

## **8. STRUCTURES OF THE COALITION**

### **8.1. National Assembly**

The Members in General Meeting (hereinafter referred to as '*the National Assembly*') shall be the highest decision making structure of the Coalition.

### **8.1.1. Composition of the National Assembly**

- a. The National Assembly shall consist of the 9 (nine) Provincial NGO Coalitions existing in South Africa which Coalitions shall, respectively, be entitled to appoint three (3) representatives to represent them at the National Assembly, and
- b. The duly elected office bearers of the Coalition.

### **8.1.2. Purpose, powers and duties of the National Assembly**

- a. The National Assembly must adopt the general and specific policy measures by means of majority support of resolutions which further the aims and objectives of the Coalition.
- b. The National Assembly will further consider and decide on:
  - i. The agenda of the National Assembly and its priorities
  - ii. Reports from the National Council
  - iii. Reports of the office bearers
  - iv. Financial reports including audited financial statements
  - v. The amendment of the Coalition's Constitution
  - vi. The adoption of new resolutions and amendment of any policy matter or document
  - vii. Any other matter which may be deemed to be in the interest of the Coalition, its members, the development needs of the country, or any other issue of general or international importance.

### **8.1.3. Meetings of the National Assembly**

#### **8.1.3.1. Ordinary meetings of the National Assembly**

- i. The National Assembly will ordinarily meet once every two years
- ii. The National Council will decide on the dates of the National Assembly

- iii. The documentation and resolutions will be circulated at least two weeks (14 days) prior to the actual meeting date by the Secretariat.

#### **8.1.3.2. Special Meetings of the National Assembly**

The President will convene a special meeting of the National Assembly giving 14 days written notice and an agenda if:

- i. The National Council passes a resolution calling for a special meeting of the National Assembly.
- ii. Should the President fail to call such a special meeting, then the National Council is empowered to nominate a Convenor for the meeting who should provide 14 days written notice of the meeting and an agenda.

#### **8.1.4. Quorum & Voting**

- a. The quorum for the NA shall be at least 50% plus one of the representatives of all the Provincial NGO Coalitions.
- b. If after two hours of the time fixed for the meeting, a quorum is not present, the meeting will stand adjourned to a time and place decided upon by the Chairperson.
- c. The quorum for an adjourned meeting will be those members present or represented.
- d. Each of the three authorised representatives of a Provincial NGO Coalition present at the National Assembly shall have one vote.
- e. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by not less than one-third of the representatives present.
- f. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

- g. Proper minutes and attendance records must be kept of all National Assembly meetings. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Coalition on two (2) days' notice to the Secretary or Executive Director

#### **8.1.5. Election of Office Bearers**

- a. The National Assembly will elect:
  - i. The President
  - ii. The First Deputy President
  - iii. The Second Deputy President
  - iv. The Treasurer
  - v. The Deputy Treasurer
  - vi. The Secretary of the National Assembly
- b. The National Assembly may also appoint a Secretariat and will elect members of the National Council which will comprise of at least one (1) representative of each of the Provincial NGO Coalitions.
- c. The National Council shall be elected by the Provincial NGO Coalitions of the Coalition at National Assembly.
- d. The members on the National Council shall retire at every second Annual General Meeting. No National Council member shall serve more than three consecutive years without a minimum ineligibility period of twelve months.

#### **8.2. The National Council (NC)**

The National Council shall conduct the affairs of the Coalition whilst the National Assembly is not in session. The National Council shall adopt general and specific

policy measures which further the aims and objects of the Coalition by means of resolution recorded by the Executive Director.

### **8.2.1. The Composition of the National Council**

- a. The National Council will consist of one delegate of each of the Provincial NGO Coalitions within the nine provinces in South Africa, and
- b. The Executive Director.

### **8.2.2. Purpose, Powers and Duties of the National Council**

The NC will consider and decide on:

- a. The agenda of the National Council,
- b. Reports from the Executive Director,
- c. Resolutions and other strategic policy matters of the National Council, and
- d. Any other matter delegated to the National Council by the National Assembly.

### **8.2.3. Meetings of the National Council**

- 8.2.3.1. The National Council will meet at least quarterly,
- 8.2.3.2. The National Council will decide on the dates of the National Council with at least 21 days' written notice together with an agenda
- 8.2.3.3. The Chairperson shall chair all meetings of the National Council.
- 8.2.3.4. If the Chairperson is not present within fifteen [15] minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the National Council members present at the meeting shall elect a chairperson for that meeting.
- 8.2.3.5. The quorum for a meeting of the National Council shall be two-thirds (2/3) of the serving National Council members.
- 8.2.3.6. If no quorum is present, the National Council may make no decision, except to preserve the assets of the Coalition and to call a meeting of the general members.
- 8.2.3.7. Each National Council member present or represented through written proxy shall have one (1) vote.
- 8.2.3.8. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

- 8.2.3.9. Proper minutes and attendance records shall be kept of all meetings of the National Council. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Coalition on two (2) days' notice to the Secretary or the Vice-Secretary.
- 8.2.3.10. A resolution signed by all members of the National Council shall be as valid and effectual as if passed at a duly convened meeting of the National Council.
- 8.2.3.11. The National Council may appoint an Executive Director and other employees, pursuant to the resolutions of the National Assembly, upon such lawful terms and conditions as it may deem necessary.
- 8.2.3.12. The National Council may elect a Chairperson, Deputy Chairperson, Treasurer and Secretary for purpose of serving on the National Council who shall hold office until the next National Assembly. The Chairperson shall be entitled to preside over all meetings of the National Council. If no Chairperson is present to act within fifteen (15) minutes of the time appointed for the commencement of such meeting, the Vice-Chairperson, and in his absence, the Treasurer, and in his absence, the Secretary, shall chair that meeting. If all of them are absent, the members of the National Council present shall choose any other of their number to be Chairperson of such meeting.
- 8.2.3.13. The Chairperson, Deputy Chairperson, Treasurer and Secretary may be removed from their respective offices by a resolution of the National Council supported by at least two-thirds of the National Council members at a meeting of the National Council at which not less than two-thirds percent of the whole number of members of the National Council shall present.

## **9. LOSS OF POSITIONS ON NATIONAL ASSEMBLY AND NATIONAL COUNCIL**

Any member of any of the National Assembly or National Council will lose his/her position if the member:

- 9.1. Ceases to be a member of the Provincial NGO Coalition which elected the member.
- 9.2. Ceases to be an elected or full time employee of a civil society organisation
- 9.3. Is an elected or full time employee of a Provincial NGO Coalition which has lost its membership status
- 9.4. Is expelled by the Coalition for just cause
- 9.5. Fails to satisfy the requirements of any current legislation which precludes the person from holding office or to perform a fiduciary function through the commission or omission of any act.

## **10. POWERS AND DECISION MAKING**

- 10.1. Unless otherwise required in terms of this Constitution, any meeting of the Coalition makes a decision if-
  - 10.1.1. The motion is duly seconded; and
  - 10.1.2. A simple majority of members present vote in favour thereof unless otherwise provided for in this Constitution.
- 10.2. The decisions are made by show of hands or by ballot if the meeting so decides.
- 10.3. If less than a simple majority vote in favour of a motion, or as otherwise provided for in this Constitution, then the motion lapses.

## **11. OFFICIALS**

### **12.1 The Executive Director (ED)**

The Executive Director is responsible for:

- a. Financial affairs including:

- i. The keeping of books and accounts as may be required by the National Council,
  - ii. The collection of membership fees;
  - iii. The banking of monies received in the name of the Coalition
  - iv. The preparation and circulation of detailed monthly financial statements to the provinces and members of the Coalition;
  - v. Developing a long-term funding strategy for approval by the National Council.
- b. Correspondence and notices including:
  - i. Tabling correspondence at National Council meetings;
  - ii. Sending out notices and minutes of all meetings of the National Assembly, and National Council and other related committees and sub-committees.
- c. Reports including:
  - i. The preparation and circulation of the Annual Financial Report which must include statements of income and expenditure and the balance sheet;
  - ii. The circulation of the auditor's report to the National Council;
  - iii. Staff activities and progress achieved in each department;
  - iv. Other work programmes.
- d. General co-ordination and supervision including:
  - i. Office work and administration of the affairs and activities of the Coalition; and
  - ii. The appointment and dismissal of all head office staff.
- e. Other duties including tasks issued by the National Assembly and National Council.

## **12.2 Speaking and voting rights**

Officials of the Coalition have full speaking rights but no voting rights.

## **12.3 Removal of officials**

- a. The National Council may suspend or dismiss the Executive Director or any other official, if in the opinion of the National Council the official:
  - i. Has committed misconduct,
  - ii. Has neglected his/her duties,
  - iii. Has acted in a manner detrimental to the Coalition, or
  - iv. Has acted in a manner which conflicts with this Constitution.

- b. The National Council or the National Assembly may suspend or dismiss the Executive Director or any other official for any other reason deemed sufficient in law.
- c. The official has the right to appeal to the next National Assembly.
- d. The Executive Director may resign on 3 months' notice to the National Council.
- e. The National Council may terminate the services of the Executive Director on 3 months' notice for reasons other than those warranting instant dismissal.
- f. The notice period of other officials is determined by their terms and conditions of employment.
- a. The National Council may appoint an Executive Director or an Acting Executive Director, until the appointment of a person to this position at the next National Council.

## **12. STANDING ORDERS AND RULES OF PROCEDURE AT NATIONAL ASSEMBLY MEETINGS**

All accepted conventional meeting rules and procedures as generally used in South Africa will apply for all meetings of the National Assembly.

### **13.1 The President**

- a. The President of the National Assembly must chair all the meetings of the National Assembly.
- b. If the President is absent then, the First Deputy President or in his or her absence the Second Deputy President must chair the meeting. In their absence the meeting may elect a chairperson for that meeting.

### **13.2 Agenda**

- a. The meeting must follow the agenda unless the participants decide otherwise.
- b. Only the issues on the agenda may be debated, unless the meeting decides by resolution not to discuss a matter.

### **13.3 Debating a motion**

- a. The mover of a motion may speak for the motion
- b. Participants may speak for or against the motion.
- c. The mover of the motion has the right of reply.
- d. No subject may be debated for longer than the allocated time unless a delegate proposes an extension of time which
  - i. May not be debated; and
  - ii. Is duly seconded and supported by a 2/3 majority.

### **13.4 Decision making**

Except where otherwise provided in this Constitution the meeting makes a decision if:

- a. A motion is duly seconded; and
- b. The motion is carried if a simple majority of participants vote in favour thereof.
- c. A motion will lapse if it is not supported by a simple majority of participants.
- d. If there are equal votes in favour of and against a motion then the Chairperson shall have a casting vote.
- e. At all National Assembly meetings votes must be counted by scrutinisers who
  - i. Must be appointed by the meeting; and
  - ii. Must record the votes and report the results to the Chairperson.
- f. No motion that has been debated and determined may be reopened or varied or rescinded at the same meeting.

### **13.5 Rulings**

- a. The ruling of the chairperson is final.
- b. If any delegate refuses to obey the Chairperson's ruling, a vote may be taken by the meeting to deem the member guilty of misconduct.
- c. If the meeting decides that the member is guilty of misconduct then:
  - i. That member must withdraw from the meeting; and
  - ii. The meeting has the right to suspend that member for as long as the meeting deems fit.
- d. The provisions of this sub-section shall not apply:
  - i. Where a duly seconded motion is moved to overrule or rescind the chairperson's ruling; and
  - ii. The motion is carried by a majority of the members present.

- e. In the event of a motion being moved in terms of this subsection:
  - i. The mover of such a motion is limited to making a statement in support of the motion; and
  - ii. The chairperson has a right to reply limited to 5 minutes in each case.

## **13. FINANCES**

### **14.1. General**

The funds of the Coalition are made up of all monies received by means of affiliation fees, levies, donations, functions and by any other means within the framework of this Constitution. All members must provide full disclosure of all funding received and the sources of the funding. The National Council may from time to time, establish certain criteria for funding the Coalition.

### **14.2. Purpose of funds**

- a. The funds of the Coalition must be applied solely in furtherance of the Coalition's aims and objectives subject to the decision of the National Assembly or the National Council.
- b. Funds contributed for a specific purpose must be used for that purpose and no other except as otherwise decided by the National Council.
- c. No profits or gains may be distributed any person.

### **14.3. Banking accounts**

- a. The Executive Director must deposit funds received into the Coalition's bank account within 3 days of receipt.
- b. No person may open a banking account in the name of the SA NGO Coalition (SANGOCO), or any other similar name without:
  - i. The explicit written authority of a resolution of the National Council on an official Coalition letterhead Signed by at least 3 office-bearers; and
  - ii. Subsequent verbal confirmation to the bank or financial institution concerned by either the Treasurer or Executive Director.

#### **14.4. Members**

- a. Members will be required to pay an affiliation fee to the Coalition.
- b. The National Council, subject to the directives of the INA, will determine the fee from time to time.
- c. Members must pay their fees on an annual basis.
- d. A member that resigns or is expelled shall have no claim on the funds or assets of the Coalition.

#### **14.5. Financial year**

The financial year is from April to March of each year.

#### **14.6. Finance Committee**

- a. The Finance Committee (Fincom) is composed of:
  - i. The Treasurer;
  - ii. Executive Director;
  - iii. Finance Manager;
  - iv. Two other delegates from the National Council.
- b. Fincom must meet at least once a month.
- c. The Treasurer is the chairperson of Fincom.
- d. Fincom will report directly to the National Council and must:
  - i. Assist the Treasurer;
  - ii. Prepare financial reports for the National Council;
  - iii. Recommend amendments to financial policy;
  - iv. Monitor the Coalition's accounts and query unusual expenditure;
  - v. Propose ways of making the Coalition financially self-sufficient; and
  - vi. Prepare the Coalition's budget.

#### **14.7. Reporting**

- a. Fincom must prepare an income and expenditure report for each month to the National Council;

- b. This report must include a clear statement of any unbudgeted expenditure as well as over or under expenditure;
- c. The financial report must be accompanied with a narrative statement. A cash flow statement should also be provided for the next reporting period;
- d. The National Assembly must set guidelines for funding priorities and the sources thereof.

#### **14.8. Signatories**

- a. The National Council must appoint the President, First Deputy President, Second Deputy President, Treasurer, Executive Director as signatories to the National Banking Account.
- b. Two signatories must authorize any cheque. The Treasurer or alternatively the President must authorize and sign all cheques over the amount of R20 000.00.

### **14. INDEMNIFICATION OF OFFICIALS, OFFICE BEARERS AND COMMITTEE MEMBERS**

The Officials, Office Bearers and Committee members of the Coalition, provided that they have not acted in a manner which would constitute misconduct, shall:

- a. Be indemnified by the Coalition against all proceedings, costs and expenses incurred by reason of any omission, negligence or other act done whilst performing their duties on behalf of the Coalition or an affiliate; and
- b. Not be personally liable for any of the liabilities of the Coalition or any of its members.

### **15. DISPUTES BETWEEN AND AMONGST OFFICE-BEARERS, OFFICIALS, NATIONAL ASSEMBLY AND NATIONAL COUNCIL**

Disputes between and amongst the office bearers, officials of the Coalition, National Council or National Assembly will be dealt with in accordance with policies and procedures established within the Policies and Procedures of the

Coalition. Due cognizance will be given to the complex structure of the Coalition and its varied membership.

## **16. AMENDMENTS TO THE CONSTITUTION**

- a. The Constitution may be repealed or amended by the National Assembly.
- b. A notice of the proposed amendment must be sent to the National Council.
- c. The National Council must:
  - i. Circulate the notice to the members of the National Assembly; and
  - ii. Include the proposed amendment on the next agenda of the National Assembly.
- d. A 2/3 (two-thirds) majority of the NA must [agree to the resolution to repeal or amend the Constitution.

## **17. DISSOLUTION**

- a. The Coalition may be dissolved by a resolution of the NA supported by more than 75% of the accredited delegates to the National Assembly.
- b. The National Council must appoint a liquidator to wind the affairs of the Coalition.
- c. The liquidator must take the necessary steps to liquidate the debts of the Coalition from its available funds and any other monies realised from any assets of the Coalition.
- d. The liquidator's fees and expenses must rank in the following order of preference:
  - i. As though s/he was a trustee of an insolvent estate; and
  - ii. As though the expenses were the costs of an insolvent estate.
- e. After the liquidator has paid the debts and if there are any remaining assets, these assets shall be given or transferred to another non-profit organisation having similar aims and objectives to the Coalition.

