



CONSTITUTION
REG. NR: 059-865 NPO

1. NAME

The name of the organization hereby constituted shall be **4CLAWS** (hereinafter referred to as "the organization").

2. BODY CORPORATE

- (a) The organization shall be a body corporate that has an identity and existence separate from its members/office-bearers.
- (b) No member/office-bearer shall be liable for any of the obligations and liabilities of the organization solely by virtue of their status as members/office-bearers.
- (c) No office-bearer shall be personally liable for any loss suffered by any person as a result of an act which occurs in good faith while the office-bearer is performing functions for or on behalf of the organization.
- (d) The organization shall be entitled to sue or be sued and enter into contracts in its own name.
- (e) The organization may hold movable and immovable property in its name.
- (f) The organization may manage, insure, lease, mortgage or in any way otherwise deal with its undertaking of all or parts of its property or assets.
- (g) The organization may, in compliance with statutory and other obligations, apply for, invite, obtain and receive money, funds and other sources of income and capital by way of contribution, subscription and other lawful means.
- (h) The organization may open and operate banking accounts in the name of the organization.
- (i) Changes in the members/office-bearers of the organization shall not influence its continued existence.

3. OBJECTIVES

- (a) The main objective of the organization is to provide primary health care for underprivileged animals in the greater Bloemfontein area, with the primary focus being sterilization.
- (b) To undertake campaigns and actions deemed appropriate to achieve the organization's objectives.
- (c) To inform the general public, to stimulate awareness and to promote an understanding of animal welfare issues.

4. INCOME AND PROPERTY

- (a) The organization will keep a record of all it owns.
- (b) The income and property of the organization shall be utilized solely in the furtherance of the objectives set out in this constitution and no possession thereof shall rest in members/office-bearers of the organization for their own financial gain except as reasonable compensation for services rendered.

- (c) On presentation of acceptable documentation to the Treasurer a member will be reimbursed for out of pocket expenses in made favor of the organization.
- (d) No member/office-bearer shall have rights in the property/assets of the organization solely by virtue of their being members/office-bearers of the organization.

5. MEMBERSHIP AND GENERAL MEETINGS

- (a) Application for membership by individuals is to be made to the Executive Committee.
- (b) The Executive Committee shall have the right to admit or refuse applications for membership.
- (c) The Executive Committee shall decide upon the amount of subscription fees payable.
- (d) An application for membership shall imply an obligation to abide by the terms of the constitution and any amendments thereto and members shall only have such rights, powers and privileges as are expressly conferred upon them by or in terms of the constitution. Members may not act in a way which undermines or works against the organization's aims.
- (e) The Executive Committee must hold at least two General Meetings every year.
- (f) Members are expected to attend all General Meetings. A member attending a General Meeting shall have voting rights.
- (g) A copy of the constitution shall be forwarded to any member upon request.

6. MANAGEMENT

- (a) The Executive Committee (Office-Bearers) shall be composed of a Chairperson, Vice Chairperson, Treasurer and Secretary and two ordinary members.
- (b) Office-bearers will serve for one year and may thereafter stand for re-election if they so choose.
- (c) If an Executive Committee member does not attend three Executive Committee meetings in a row, without reason, the Executive Committee shall have the right to appoint a new member to take that person's place.
- (d) The Executive Committee shall meet at least six times per year.
- (e) The Chairperson shall act as the Chairperson of the Executive Committee meeting. If the Chairperson does not attend the meeting, then members of the Committee who are present can choose which one of them will chair the meeting. This must be done before the meeting starts.
- (f) No business shall be dealt with unless there is a quorum of office-bearers present at an Executive Committee meeting, which shall be at least two-thirds of its members. If a quorum is not present, the meeting shall stand adjourned for one hour and those present will be considered a quorum.
- (g) Minutes are to be kept of all Executive Committee meetings. Minutes of each meeting will be given to Executive Committee Members at least one week before the next meeting. Minutes shall be confirmed as a true record of proceedings by the next meeting of the Executive Committee and shall be signed by the Chairperson.
- (h) All decisions whether relating to policy or operations, shall be taken by a simple majority vote of members present at any meeting. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.
- (i) Members of the organization must abide by decisions that are taken by the Executive Committee.
- (j) Office-bearers serving on the Executive Committee shall be elected at every Annual General Meeting.

7. POWERS OF THE ORGANISATION

- (a) The task of the Executive Committee shall be the co-ordination of the organization's projects.
- (b) In compliance with the Law, the Executive Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in this constitution.
- (c) The Executive Committee has the power and authority to apply for, invite, obtain and receive money, funds and other source of income and capital by way of contribution, subscription and other lawful means.
- (d) The Executive Committee has the power to buy, hire or exchange any property that it needs to achieve its objectives.
- (e) The Executive Committee has the power to make by-laws for proper management, including procedure for application, approval and termination of membership.
- (f) The organization will decide on the powers and functions of office-bearers.

8. SPECIAL GENERAL MEETINGS

- (a) The Chairperson or two Executive Committee members can call a Special General Meeting and all other members must be informed of the date of the meeting not less than 21 days before it is due to take place. Members must be informed which issues will be discussed at the meeting.
- (b) The Chairperson shall act as the Chairperson of the Special General Meeting. If the Chairperson does not attend the meeting, then members of the Executive Committee who are present can choose which one of them will chair the meeting. This must be done before the meeting starts.
- (c) There shall be a quorum whenever such a meeting is held, which shall be at least two-thirds of the membership. If a quorum is not present, the meeting shall stand adjourned for one hour and those present will be considered a quorum.
- (d) All decisions whether relating to policy or operations, shall be taken by a simple majority vote of members present at any meeting. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.
- (e) Minutes are to be kept of all meetings. Minutes of each meeting will be given to members at least one week before the next meeting. Minutes shall be confirmed as a true record of proceedings by the next meeting and shall be signed by the Chairperson.

9. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting shall be held once every year, towards the end of the organization's financial year.
- (b) Notices of the Annual General Meeting must be sent to members/office-bearers not less than 21 days before the meeting, requesting proposals to be included in the Agenda.
- (c) No business shall be dealt with unless there is a quorum of members, which shall be at least two-thirds of the membership. If a quorum is not present, the meeting shall stand adjourned for one hour and those present will be considered a quorum.
- (d) The powers and duties of the Annual General Meeting shall be:
 - To agree to the items to be discussed on the Agenda.
 - To read and accept the previous meeting's Minutes.
 - To keep an attendance register.
 - Chairperson's report.
 - To approve the financial statements (Treasurer's Report).
 - To elect the office bearers for the coming year.
 - To discuss and implement campaigns and projects.

- To implement changes to the constitution, if needed.
- To deal with any other business lay before it.
- (e) Office-bearers to be elected by nomination and voting of members present.
- (f) Minutes are to be kept of all meetings. Minutes of each meeting will be given to members at least one week before the next meeting. Minutes shall be confirmed as a true record of proceedings by the next meeting and shall be signed by the Chairperson.

10. FINANCE

- (a) An accounting officer shall be appointed at the Annual General Meeting. His/her duty is to audit the finances of the organization.
- (b) The current financial year of the organization ends on 31 March 2008.
- (c) The Treasurer's task is to control the day to day finances of the organization. The Treasurer must also keep proper records of all the finances.
- (d) The organization shall open a bank account in its name and appoint no less than three signatories.
- (e) Any withdrawals from any account in the name of the organization shall require the signatures of any two of the appointed signatories.
- (f) The organization's accounting records and reports must be ready and handed to the Director of Nonprofit Organizations within six months after the financial year end.
- (g) Funds available for investment may be invested only with registered financial institutions as defined in section 1 of the Financial Institutions (Investments of Funds) Act, 1984 or in the acquisition of securities listed on a licensed stock exchange as defined in The Stock Exchange Control Act, 1985.
- (h) Paid officials in the organization may serve on the management in an advisory capacity, but will have no voting rights.
- (i) No member of the Executive Committee may have a direct interest in or benefit from any contract, which the management may conclude with any company.
- (j) Should the service of a fundraiser be made use of for the collection of contributions, the expenses (remuneration and/or commission included) may not exceed 40% of the total proceeds of the collection.
- (k) Funds of the organization is to be used solely to achieve the organization's objectives, i.e. funds to be used for veterinary care, pet food, telephone and travel expenses, etc.

11. DISCIPLINE / TERMINATION OF MEMBERSHIP

- (a) Valid reasons for expulsion shall be any activity that undermines the objectives or the efficacy of the organization.
- (b) Membership may be terminated by consensus decision of the Executive Committee excluding the member in question if that member is an Executive Committee member.
- (c) Such a member will have the right to present a defense to the members of the Executive Committee before any decision on the termination of membership can be made.
- (d) The Executive Committee will by consensus have the final say in the termination of membership.
- (e) A member so excluded shall not be entitled to be repaid any money paid to CLAW.

12. SPOKESPERSONS

Members will be nominated at Executive Committee level to act as spokespersons. No other member may take this office upon himself or herself. The organization reserves the right to distance itself from any unauthorized disclosures.

13. AMENDMENTS TO THE CONSTITUTION

- (a) The constitution may be amended by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are present at the Annual General Meeting or Special General Meeting. Members must vote at the meeting to amend the constitution.
- (b) Two thirds of the members shall be present at a meeting (the quorum) before a decision to amend the constitution is taken. Any Annual General Meeting may vote upon such a notion if the details of the changes are set out in the notice referred to in 9(b).
- (c) A written notice must go out not less than 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.
- (d) No amendments may be made to the constitution which would have the effect of making the organization cease to exist.

14. DISSOLUTION

- (a) The organization shall be dissolved if at least two-thirds of the members present and voting at a Special General Meeting of members convened for the purpose of considering such a matter are in favor of dissolution.
- (b) Not less than twenty-one days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the organization and disposal of its assets will be considered.
- (c) If there is no such quorum at such a Special General Meeting, the meeting shall stand adjourned for not less than one week and the members attending such a meeting shall constitute a quorum. Notice of such further meeting must be sent in writing to all members stipulating the date, time and place of such further meeting.
- (d) If upon dissolution of the organization there remain 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 given to such other organization(s) (preferably having similar objectives) and which is/are authorized in terms of the Non-profit Organizations Act 71 of 1997, to collect contributions as may be decided either by the members of the Special General Meeting at which it was decided to dissolve the organization or, in default of such decision as may be decided by the Director of non-profit organizations.

This constitution was approved and accepted by members of **4CLAWS** at a General Meeting held on **05/05/2007**.

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CHAIRPERSON

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SECRETARY