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CONSTITUTION

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1. PURPOSE OF CONSTITUTION

The purpose of this Constitution is to provide a framework for the implementation of the duties and responsibilities of the SOS: Support Public Broadcasting Coalition.

2. NAME

The organisation shall be known as the **SOS: Support Public Broadcasting Coalition**, alternately known as the **SOS Coalition** or **SOS** or **the Coalition**.

3. LEGAL STATUS

3.1. SOS is a membership-based public broadcasting coalition representing a broad spectrum of civil society stakeholders committed to the broadcasting of quality, diverse, citizen-orientated public-interest programming aligned to the goals of the South African Constitution. Its membership includes unions, independent film and TV production sector organisations, non-governmental and community-based organisations, academics, freedom of expression activists and concerned individuals.

3.2. SOS shall:

3.2.1. Be a voluntary association not for gain as defined in the Non-Profit Organisations Act of 1997 ('the Act').

3.2.2. Comply with the requirements of Section 30 of the Income Tax Act, 1962.

3.2.3. Exist in its own right, separately from its members and employees.

3.2.4. Continue to exist notwithstanding any changes in its members and employees.

3.2.5. Be able to acquire, hold and alienate property, enter into agreements and do all things necessary to carry out its aims and objects and promote its members' interests, its property and its standing.

3.2.6. Hold assets separate from its members.

3.2.7. Be able to sue and be sued in its own name. All actions, suits or other proceedings at law, by or against any committee, office-bearer or employee acting officially on behalf of the SOS Coalition, and where they were mandated by the SOS Coalition to do so, must be brought by or against the SOS Coalition.

3.3. Members and office bearers do not become personally liable for any of the obligations and liabilities of the SOS Coalition solely by virtue of their status as members or office bearers. Office bearers are, further, not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office bearer is performing functions for or on behalf of the SOS Coalition.

4. OBJECTIVE

4.1. The objective of the SOS Coalition is to strive towards creating a public broadcasting system in South Africa, dedicated to the broadcasting of quality, diverse, citizen-orientated public programming which in turn is committed to deepening South Africa's constitutional values and principles.

4.2. The Coalition campaigns for the above by:

4.2.1. Lobbying for citizen friendly policy, legislative and regulatory changes to public and community broadcasting.

4.2.2. Lobbying for transparency and accountability by all institutions governing public and community broadcasting including but not limited to Parliament, the Ministry and Department of Communications, the Independent Communications Authority of South Africa (ICASA), the Media Development and Diversity Agency (MDDA), the South African Broadcasting Corporation (SABC) and community broadcasters.

4.3. The Objectives of the Coalition as per 4.1 and 4.2 above shall achieve, *inter alia*, the following public benefit activities:

4.3.1. the promotion or advocacy of human rights and democracy; and

4.3.2. the promotion of access to media and a free press.

4.4. The public benefit activities referred to in clause 4.3 of this Constitution, shall:

4.4.1. be carried on in a non-profit manner and with an altruistic and philanthropic intent; and

4.4.2. not be intended to directly or indirectly promote the economic self-interest of any office bearer or employee of the organisation, other than by way of reasonable remuneration payable to that Board member or employee, if any.

5. PUBLIC BENEFIT ORGANISATION

5.1. For so long as the organisation is a registered public benefit organisation (PBO):

5.1.1. the organisation's principle purpose shall be the carrying on of the public benefit activities contemplated in clause 4.3 hereof, in such manner as shall be determined by the Board from time to time in their sole discretion. The Board shall take reasonable steps to ensure that all funds and assets are utilised for this purpose;

5.1.2. there shall at all times be at least three office bearers in office, who shall not be connected persons (as defined in section 1 of the Income Tax Act) in relation to each other to accept fiduciary responsibility and for the valid exercise of the powers and discharge of the duties of the Board in terms hereof; provided that if at any time there are for any reason less than 3 unconnected office bearers in office, the remaining office bearers in office shall be empowered to take all and any actions which are necessary for the preservation and/or formal administration of the assets;

5.1.3. no single person shall, either directly or indirectly, control the decision-making powers of the organisation;

5.1.4. on dissolution of the organisation, the accumulated economic interest of the organisation fund shall after the satisfaction of all the liabilities of the organisation be transferred to:

5.1.4.1. an organisation(s) which engages in similar public benefit activities to the organisation; or

5.1.4.2. any institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or

5.1.4.3. any department of state or administration in the national, provincial or local sphere of government of the Republic of South Africa as contemplated in section 10(1)(a) or 10(1)(b) of the Income Tax Act.

5.1.5. save as may otherwise be allowed in terms of section 30(3)(b)(v) of the Income Tax Act, the organisation shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such

donation, including any misrepresentation with regard to the tax deductibility thereof in terms of [section 18A](#);

- 5.1.6. the PBO will not be a party to, or will not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner;
- 5.1.7. the office bearers shall submit to the Commissioner a copy of any amendment to this Constitution as soon as practicable after such amendment shall have been effected;
- 5.1.8. the organisation shall not pay any remuneration (as defined in the Fourth Schedule to the Income Tax Act) to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector in which the organisation operates and in relation to the services rendered and the organisation shall not economically benefit any person in a manner which is not consistent with its objects;
- 5.1.9. the organisation may request SOS members and office bearers to undertake paid work for SOS provided that any actual or perceived potential conflict of interest is declared before hand to the funder of any SOS activity for which a member receives payment;
- 5.1.10. the organisation shall comply with such reporting requirements as may be determined from time to time by the Commissioner and the Directorate of Non-Profit Organisations should it register as such;
- 5.1.11. the organisation shall comply with such further conditions as may be prescribed from time to time in terms of section 30(3)(a) of the Income Tax Act;
- 5.1.12. the public benefit activities to be carried on by the organisation as set out in clause 4.3 of this Constitution shall be for the benefit of, and widely accessible to, the general public at large and shall be readily accessible to the poor and needy;

- 5.1.13. the organisation is prohibited from distributing any of its funds to any person otherwise than in the course of undertaking the public benefit activities referred to in clause 4.3 of this Constitution;
- 5.1.14. the organisation shall not use its resources directly or indirectly to support, advance or oppose any political party; and
- 5.1.15. in addition to the powers set out in this clause 5 and subject to the limitations set out in this Constitution and by the Income Tax Act, the office bearers shall have the powers set out in clause 16.

6. INTERPRETATION

- 6.1. In this Constitution, unless inconsistent with the context, chapter, article, clause and paragraph headings are for purposes of reference only and shall not be used in interpretation.
- 6.2. Unless the context clearly indicates a contrary intention, words connoting:
- 6.2.1. any gender, includes the other gender;
- 6.2.2. the singular includes the plural and vice versa; and
- 6.2.3. natural persons include artificial persons and vice versa.

7. DEFINITIONS

"Board" shall be the elected leadership structure of the SOS Coalition as detailed in this Constitution, who shall provide governance, human resource and fiduciary oversight to the SOS Coalition.

"Board member" means a person duly nominated and elected by organisational members of SOS to sit on the Board of SOS.

"Chairperson of a committee" means any person who is elected to and chairs any committee serving SOS.

"Chairperson of the Board" means any person who is elected to and chairs the Board of SOS.

"Committee" means any permanent committee, ad-hoc committee or sub-committee of SOS.

"Decision making body" shall mean the Board, or the Working Group, or any committee, as well as any combination of these as a collective.

"Member" means either an "organisational member" or "individual member" from any union, independent film and TV production sector organisation, non-governmental and community-based organisation, academic, freedom of expression activist or concerned individual who qualifies for membership of SOS, agrees to adhere to SOS Principles (as found in the most updated version of the SOS Vision Document) and SOS Operational Principles (section 8 below), and is registered as a member.

"Office-bearers" means collectively the Chairperson, Deputy Chairperson, Treasurer and National Coordinator (or in future the Director).

"Parties" means either a member or employee of SOS involved in a dispute.

"SOS" means the SOS: Support Public Broadcasting Coalition, alternately known as the SOS Coalition or SOS or the Coalition.

"Working Group" shall be a group of active and concerned members, who wish to be part of this group and are responsible for strategic input and direction, regarding content of the work of SOS.

8. OPERATIONAL PRINCIPLES

SOS:

- 8.1. Is resolutely respectful of the independence and autonomy of its member organisations and independent members' views.
- 8.2. Is rooted in an appreciation of the specific interests, concerns and programmes of each of its members.
- 8.3. Seeks creative and innovative approaches that promote the distinct role of a comprehensive broadcasting coalition.
- 8.4. Aims to represent the unified interests of the South African civil society broadcasting sector, not by way of replicating or supplanting the roles of individual organisations, but by bringing to the fore the interests of all its members in a mutually reinforcing sector-wide programme that is distinctive.
- 8.5. Operates on the principles of transparency and consensus:
 - 8.5.1. Full consensus shall be required for all decisions relating to SOS Principles where "full consensus" shall be understood to mean total agreement within the Board of SOS (with the exception of changes to the Constitution, which will be dealt with in section 27 below); and

8.5.2. Sufficient consensus shall be required for all decisions relating to strategy and tactics where “sufficient consensus” shall be understood to mean agreement among at least two thirds of a decision making body.

8.5.3. Where consensus and/or sufficient consensus cannot be reached, members are encouraged to take up issues within the broadcasting sector independently.

8.6. Is opposed to all forms of discrimination and oppression and stands for a united, non-racial, non-sexist, non-homophobic and democratic South Africa as envisioned in the South African Constitution.

9. ORGANISATIONAL STRUCTURE

9.1. SOS shall consist of the following structures:

9.1.1. Host Organisation, which may in the future be no longer required.

9.1.2. Membership.

9.1.3. The Board as the elected representative leadership structure.

9.1.4. Working Group.

9.1.5. Committees of the SOS Coalition.

9.1.6. Employees.

9.1.7. Annual General Meeting (AGM).

9.2. Each of these structures is articulated in detail below.

10. HOST ORGANISATION

10.1. A well-established civil society organisation shall undertake hosting responsibilities and risks for and on behalf of SOS.

10.2. The Host Organisation shall be responsible and accountable for the financial and employee affairs of SOS.

10.3. The precise relationship between SOS and the Host Organisation shall be regulated by a Memorandum of Understanding (MoU), reviewed annually by the Board following that year’s AGM. The founding Board shall adopt the first MoU within two months of the adoption of the SOS Constitution.

10.4. This hosting relationship may be terminated by mutual agreement between the Board and the Host Organisation. Alternatively, and should the

parties not reach mutual agreement on termination, a dispute shall be declared in terms of Clause 28 below.

11. MEMBERSHIP

11.1. Membership of SOS shall be open to organisations and individuals that accept the principles, policies and programmes of SOS and abide by its Constitution and all rules of SOS and its Board.

11.2. Categories of membership

11.2.1. Organisational member

11.2.1.1. All organisations that agree to adhere to the SOS Principles (from the latest version of the SOS Vision Document) and Operational Principles (section 8 above), who sign the SOS Membership Application Form and who commit a mandated representative to full and regular participation are eligible for organisational membership.

11.2.1.2. How to become an organisational member

11.2.1.2.1. An organisation must make written application for organisational membership, which application is to be lodged with the National Coordinator (or in future the Director) for a decision at the next Board meeting.

11.2.1.2.2. Approval of organisational membership shall be by full consensus within the Board, whose decision shall be guided by the Coalition's Principles (from the latest version of the SOS Vision Document) and Operational Principles (section 8 above).

11.2.1.2.3. The applying organisation will be notified in writing within 14 (fourteen) days of the decision.

11.2.1.3. Organisational members are required to participate in the activities of SOS including but not limited to internal discussions, seminars, round tables and direct action activities.

11.2.1.4. Organisational members are entitled to the benefits arising from the work of SOS. Such benefits will be agreed by the Board, in its sole discretion.

- 11.2.1.5. Organisational members will be invited, with adequate notice, to attend the AGMs of SOS and will have full nomination and voting rights at such an AGM.
- 11.2.2. Individual member (may also be referred to as “associate member”)
 - 11.2.2.1. All individuals that agree to adhere to the SOS Principles (from the latest version of the SOS Vision Document) and Operational Principles, and who sign the SOS Membership Application Form are eligible for individual membership.
 - 11.2.2.2. How to become an individual member
 - 11.2.2.2.1. Make your interest known to the National Coordinator (or in future the Director) who will raise it for ratification using round robin in between Board meetings.
 - 11.2.2.2.2. The Board will be guided by the SOS Principles (from the latest version of the SOS Vision Document) and Operational Principles.
 - 11.2.2.3. Individual members are invited to participate in the activities of SOS including but not limited to internal discussions, seminars, round tables and direct action activities.
 - 11.2.2.4. Individual members are entitled to the benefits arising from the work of SOS. Such benefits will be agreed by the Board, in its sole discretion.
 - 11.2.2.5. Individual members will be invited, with adequate notice, to attend the AGMs of SOS, but individual members will not be allowed to vote at such an AGM.
- 11.3. Membership refusal
 - 11.3.1. Membership may be refused where:
 - 11.3.1.1. An organisation or individual does not meet the requirements of clause 11.1 above.
 - 11.3.1.2. The Board cannot reach consensus on approval as guided by the SOS Principles (from the latest version of the SOS Vision Document) and Operational Principles.
 - 11.3.1.3. The reasons for the rejection of an application for membership by the Board shall, if requested, be provided to the applicant in writing.

- 11.4. Membership shall be annual, and will be renewed annually prior to the AGM. Renewal and activation of both classes of membership will be provided for within the above framework, for all those present at the AGM in person, or by proxy if absent with apology.
- 11.5. Members shall not be personally liable for any loss suffered, liability or obligation incurred by SOS or any person as a result of an act or omission which occurs in good faith in the performance of functions for and on behalf of SOS in the advancement of its programmes.

12. RIGHTS OF MEMBERS

- 12.1. All organisational members have the right:
- 12.1.1. To enjoy full voting rights at an AGM (one vote per organisation), and to nominate and elect the Board of SOS.
 - 12.1.2. For their representative(s) to be appointed to the any committee, structure, commission or delegation of SOS as duly voted on.
 - 12.1.3. That all communications from SOS to organisations shall be directed via their representative(s) at all times to such organisations.
 - 12.1.4. To be assured that any information regarding their organisations shall be used only with the purpose to benefit the work of SOS, and shall be treated as confidential if so requested.
- 12.2. All individual members shall have the right:
- 12.2.1. To take a full and active part in the discussion, formulation and implementation of the principles, policies and programmes of SOS.
 - 12.2.2. To make a request to the Board or the Working Group to form a sub-committee to deliberate on and perform a task on any matter that affects that member and/or other members.
 - 12.2.3. To regular communication from the Board, Working Group and employees on the activities of SOS and on matters that are important to the broadcasting sector as a whole.
 - 12.2.4. To make themselves available to stand for nomination to the Board by canvassing for nomination with and vote at the AGM by organisational members.
 - 12.2.5. To join the Working Group as per acceptance of the Board.

13. MEMBERSHIP AND EMPLOYEES CODE OF CONDUCT

13.1. Members shall be organisations and persons of good standing within their communities, or employees of SOS (as the case may be) who shall not be guilty of:

13.1.1. Having been convicted in a court of law and sentenced to a term of imprisonment without the option of a fine for any serious criminal offences in the last 5 (five) years.

13.1.2. Misappropriation of the funds of SOS or any organisation or destruction of its properties.

13.1.3. Behaving corruptly in the conduction of the affairs of SOS.

13.1.4. Found by a competent authority to be behaving corruptly in the affairs of a member organisation or private business.

13.2. Members or employees shall perform their functions in good faith, giving full effect to the obligations of SOS and its objects.

13.3. Members or employees shall have the right to raise any issues of abuse of power, inappropriate use of funds or resources, as well as inappropriate conduct within SOS and, if not properly addressed, to the broader membership of SOS.

13.4. Members or employees shall abide by the Constitution of SOS, its rules, standing orders, policies and procedures, and codes of conduct as adopted or amended from time to time.

13.5. Members or SOS employees are to reasonably abstain from any conduct that may be deemed to conflict with the interests of SOS.

13.6. Subject to clause 13.3 above, members and SOS employees shall not prejudice the integrity or reputation of SOS, its employees or its operational capacity, including by:

13.6.1. impeding the activities of SOS;

13.6.2. creating division amongst its membership;

13.6.3. sowing racism, sexism, homophobia, tribal chauvinism, religious and political intolerance, regionalism or other forms of discrimination considered unconstitutional;

13.6.4. making any unwanted sexual advances on any SOS member or employee;

13.6.5. behaving in a grossly disorderly or unruly way; or

13.6.6. doing any other act that undermines or may be deemed to undermine SOS's effectiveness and/or standing as an organisation.

14. SUSPENSION AND TERMINATION OF MEMBERSHIP

14.1. SOS may suspend or terminate a member for any of the following reasons:

14.1.1. On the written request of the member.

14.1.2. If the member has ceased to comply with clause 11.1 above as determined by full consensus at a Board meeting.

14.1.3. For serious misconduct as defined by the Membership Code of Conduct as per clause 13 above, and so determined by full consensus of members at a Board meeting.

14.1.4. For any other reason determined by full consensus of members at a quorate Board meeting.

14.2. No member may be suspended or expelled unless they have been afforded an opportunity to state their case at a quorate Board meeting, of which it has received not less than 7 (seven) days' notice in writing from the Chairperson. The matter with which the member is charged shall be set out in such notice.

15. THE BOARD AS THE LEADERSHIP STRUCTURE

15.1. The Board shall be the leadership structure of SOS.

15.2. The Board's role is that of governance and fiduciary oversight that includes HR, finances and funding, and internal operations, systems, policies and management support required for good governance. As far as possible, this role should be limited to SOS internal operations.

15.3. It shall be comprised of one or more mandated representatives from organisational members, as well as individual members.

15.4. The Host Organisation (if applicable) shall be an automatic member of the Board.

15.5. The Board shall consist of the -and between 3 (three) and 5 (five) other elected members, as appointed at an AGM by organisational members.

15.6. Employees, in particular the National Coordinator (or in future the Director), of SOS will be eligible for ex officio membership of the Board. Such employees shall have powers to fully participate in and speak in Board meetings

but not be part of decision-making. Employees shall recuse her/himself for all discussions pertaining to her/his conditions of employment.

- 15.7. The Board shall be chaired by the Chairperson, Deputy Chairperson or failing them their designated representative, who must be a member of the Board.
- 15.8. The Chairperson, Deputy Chairperson, and Treasurer will act for a period of at least 1 (one) year and, in the case of the Chairperson, for no longer than 3 (three) years, from the AGM where they were elected, until the next AGM, where they may be re-elected.
- 15.9. Mandated representatives of organisational members may (subject to office bearers per 15.8 who must remain constant for their periods of office) be changed at any time at the prerogative of the organisational member subject to notice to the Chairperson of the Board not less than 1 (one) week prior to the date of the next Board meeting.
- 15.10. If at any time there are fewer than 5 (five) other elected members, or an office bearer resigns, the remaining Board members have the right to co-opt 1 (one) or more members from the Working Group for the remainder of the term of office.
- 15.11. There are no limits on the term of service for the Board members, other than the Chairperson, who will be limited to a continuous term of no more than three years. However, each position within the Board stands open for election or re-election by SOS members on an annual basis at the AGM.
- 15.12. Existing Board members who stand for re-election do not need to be nominated again, and will automatically be on the list of nominees.

16. POWERS OF THE BOARD

- 16.1. Its primary objective shall be financial, governance and administrative oversight; and it will approve the Strategic Plan developed by the Working Group by way of support to guiding SOS projects and programmes as implemented by the SOS staff and committees.
- 16.2. Without prejudice to the generality of its powers the Board shall:
- 16.2.1. Undertake financial and administrative tasks or allocate a fiduciary person from its Board members to work with the Treasurer for these tasks.

- 16.2.2. Have the power to fill a vacancy by appointing a replacement, who shall be a member of good standing of the Working Group, should a vacancy occur on the Board for any reason.
 - 16.2.3. Approve and monitor the budget and expenditure of SOS.
 - 16.2.4. Ratify the appointment of employees of SOS and the terms and conditions of their employment.
 - 16.2.5. Approve or deny applications for membership of SOS.
 - 16.2.6. Suspend or terminate the membership of an affiliated member of SOS in terms of clause 14 above.
- 16.3. The Board shall have the authority to lead and represent the organisation, subject to the provisions of the Constitution of SOS, its rules, standing orders, policies and procedures, and codes of conduct as adopted or amended from time to time.

17. SPECIFIC ROLES WITHIN THE BOARD

17.1. Chairperson

- 17.1.1. The Chairperson shall support the National Coordinator (or in future the Director) and the Host Organisation as determined by the Board to provide direction to and implement the work of SOS.
- 17.1.2. The Chairperson shall preside over meetings of the Board, the Working Group and AGM in accordance with the Constitution of SOS, its rules, standing orders, policies and procedures, and codes of conduct as adopted or amended from time to time.
- 17.1.3. The Chairperson shall be appointed by the Board from within the Board at the first meeting of this Board following its election at the AGM.
- 17.1.4. The term of service shall be one year, and will be open to re-election for a maximum consecutive term of three years.

17.2. Deputy Chairperson

- 17.2.1. The Deputy Chairperson, jointly with the Chairperson, will support the National Coordinator (or in future the Director) and the Host Organisation to implement the work of SOS and provide direction to SOS.
- 17.2.2. In the absence of the Chairperson, the Deputy Chairperson shall preside over meetings of the Board, the Working Group and AGM in accordance with

the Constitution of SOS, its rules, standing orders, policies and procedures, and codes of conduct as adopted or amended from time to time.

17.2.3. The Deputy Chairperson shall be appointed by the Board from within the Board at the first meeting of this Board.

17.2.4. The term of service shall be 1 (one) year, and be open to re-election on an annual basis.

17.3. Secretary

17.3.1. An Employee of SOS shall undertake the role of Secretary.

17.3.2. The Secretary shall:

17.3.2.1. Provide at least 5 (five) working days written notice of planned meetings together with the agenda for such meetings.

17.3.2.2. Take and retain the Minutes of the Board and Working Group meetings and AGMs of SOS, as well as other records of SOS.

17.3.2.3. Distribute the Minutes of all meeting as and when required to the relevant members.

17.3.2.4. Conduct the correspondence of the Board and the Working Group, and send out notices of all Board and Working Group meetings and AGMs.

17.3.3. Treasurer

17.3.3.1. Until otherwise determined by SOS, the Host Organisation shall be the custodian of the funds and property of SOS; and shall undertake the role of Treasurer in support of the National Coordinator (or in future the Director).

17.3.3.2. During this time, the role and functions of the Treasurer as stated in 17.3.5 below shall be performed in accordance with the MoU between the Host Organisation and SOS.

17.3.4. Should SOS no longer require a Host Organisation a Treasurer shall be appointed as the chief custodian of the funds and property of SOS. In such an event the Treasurer shall then be appointed by the Board from within the Board at the first meeting of this Board.

17.3.5. Duties of the Treasurer shall include but not be limited to the following:

- 17.3.5.1. Procure the opening of a bank account in the name of SOS, which account shall be opened with an approved bank nominated by the Board.
- 17.3.5.2. Receive and bank all monies on behalf of SOS and, together with any one additional designated member of the Board or the staff of SOS, operate a separate and dedicated banking account on behalf of SOS.
- 17.3.5.3. Manage the day-to-day finances of SOS and keep such records and books of account as may be necessary to record clearly the financial position of SOS.
- 17.3.5.4. Ensure the records and books of account of SOS, including the Income and Expenditure Account and Balance Sheet, are annually compiled in terms of the financial year-end of the organisation which shall be end May of each year.
- 17.3.5.5. Submit annually and present before the AGM a report showing the Income and Expenditure Account and Balance Sheet of SOS for the period since the previous AGM.
- 17.3.5.6. Submit to auditors, tax and any other relevant authorities the records and books of account of SOS and ensure SOS is legally compliant with regard to its finances.
- 17.3.5.7. Submit monthly reports on the finances of SOS to the Board.

18. MEETINGS OF THE BOARD

- 18.1. The Board shall meet a minimum of quarterly in the year.
- 18.2. The Secretary shall schedule, in agreement with the Chairperson, the dates, times and venues of the minimum required meetings of the Board within one month of the AGM.
- 18.3. The Chairperson or Deputy Chairperson shall preside over all meetings.
- 18.4. In the event of the Chairperson or Chairperson being absent, a member of the Board shall be appointed to preside.
 - 18.4.1. Decisions of the Board shall be made by sufficient consensus (as defined in section 8.5.2) of a quorate meeting.
- 18.5. Quorum for a meeting of the Board shall have been reached when the Chairperson or Deputy Chairperson from within the Board and the National

Coordinator (or in future the Director), along with a minimum of 3 (three) other Board members, are present.

18.6. If within 20 (twenty) minutes after the time appointed for the meeting a quorum is not reached, the meeting shall continue.

18.6.1. Any decision taken at such a meeting shall be reported to the full Board within 1 (one) week for ratification either by “round robin” or at the next Board meeting.

18.6.2. The National Coordinator (or in future the Director) shall be a full member but shall recuse her/himself for all discussions pertaining to her/his conditions of employment.

18.7. The Host Organisation (until such time as it is no longer required) shall be an automatic member of the Board.

19. THE WORKING GROUP

19.1. All organisational and individual members who commit to full and regular participation, as prescribed by the Board, are eligible.

19.2. How to become a Working Group member

19.2.1. Once an SOS member, an organisation or individual must make written application for Working Group membership, which application is to be lodged with the National Coordinator (or in future the Director) for a decision at the next Board meeting.

19.2.2. Approval of membership shall be by full consensus within the Board, whose decision shall be guided by the Coalition’s SOS Vision Document and Operational Principles.

20. DUTIES AND FUNCTIONS OF THE WORKING GROUP

20.1. Without prejudice to the generality of its powers, the Working Group shall:

20.1.1. Have a strategic oversight role that includes strategic guidance and direction, and engagement with and support to the range of work that SOS engages in. As far as possible this role should be limited to the content of the work (i.e. projects and programmes).

- 20.1.2. Members of the Working Group may receive a mandate to represent SOS, depending on their particular expertise.
- 20.1.3. Draft the organisation's annual Strategic Plan for ratification by the Board.
- 20.1.4. Recommend and draft policies on all matters that this Constitution is silent to the Board for ratification.
- 20.1.5. Report within any Working Group meetings on any and all matters of interest to SOS.
- 20.1.6. Establish such structures and committees as it considers appropriate to further the work of SOS, with the approval of the Board.
- 20.1.7. Receive reports of the activities and decisions of its committees and all other structures of SOS including reports from the Board.
- 20.1.8. Guide and advise the committees of the Working Group in the exercise of their functions.
- 20.1.9. The Working Group has the right to hold all of its committees accountable for the affairs of SOS and has the right to veto, ratify or amend any decision of these committees.

21. OTHER COMMITTEES OF THE BOARD AND/OR WORKING GROUP

- 21.1. Such committees as may be deemed necessary by the Board and/or Working Group to fulfil the objectives of SOS may be created, according to need.
- 21.2. All committees shall be accountable to the structure that created them and, if created by the Working Group, will be accountable to the Board through the Working Group.
- 21.3. Committees shall be constituted from members of the Working Group, the SOS membership base, and experts who may be co-opted from outside the SOS membership as and when identified by the Working Group or the National Coordinator (or in future the Director).
- 21.4. The life span of such committee shall be determined by need, and there shall be no formal disestablishment procedure.

22. EMPLOYEES

- 22.1. While SOS still requires a Host Organisation, employees shall be appointed by the Board and employed by the Host Organisation in accordance

with its employment policies. Should the need for a Host Organisation fall away, employees shall be appointed and employed solely by the Board.

- 22.2. The National Coordinator (or in future the Director) shall be the chief member of staff, and shall be accountable to the Board. Insofar as SOS still requires a Host Organisation, the National Coordinator (or in future the Director) shall be accountable to the Board in line with the policies of the Host Organisation.
- 22.3. All other employees shall be accountable to the National Coordinator (or in future the Director).
- 22.4. Should any employee feel aggrieved by his or her superior or have other reason to do so, they may directly access the Chairperson or Deputy Chairperson of the Board, who will treat any matters in confidence, as required.
- 22.5. Employees shall not be legally liable for any of the obligations and liabilities of SOS, provided there is no gross negligence on the part of the employee.
- 22.6. Employees shall not be personally liable for any loss suffered by any person as a result of an act or omission, which occurs in good faith in the conduct of functions for and on behalf of SOS.
- 22.7. Further details of employment arrangements with employees will be regulated in the MoU concluded between SOS and its Host Organisation referred to in Section 10.3 of this Constitution, unless a Host Organisation is no longer required, in which case employees will be contracted directly the Board.

23. DUTIES AND FUNCTIONS OF THE NATIONAL COORDINATOR (OR IN FUTURE THE DIRECTOR)

- 23.1. The National Coordinator (or in the future Director) shall undertake the following duties and functions, consistent with the Constitution and their job description, and as agreed to by the Board:
 - 23.1.1. Drive the vision and work of SOS.
 - 23.1.2. Supervise and direct the work of SOS and its structures.
 - 23.1.3. Carry out the decisions and instructions of the Board or the Working Group.

23.1.4. Raise the finances necessary to implement the annual strategy and implementation plan, and be responsible for donor engagement and reporting in consultation with the Board.

23.1.5. In consultation with the Treasurer keep a record of all assets.

23.2. Any other staff shall undertake the duties and functions, consistent with their job descriptions and the support requirements of the National Coordinator (or in future the Director).

24. ANNUAL GENERAL MEETING (AGM)

24.1. The role of the AGM shall be to report to members and interested parties on the organisational activities and finances over the last reporting period and to nominate and vote in members of the Board.

24.2. It shall be used to raise the profile and work of SOS.

24.3. Every year within 6 (six) months of the financial year-end the Chairperson shall call an AGM of all SOS members.

24.4. Members shall be informed of the AGM and its agenda at least 28 (twenty eight) calendar days in advance.

24.5. The AGM shall determine its own procedures in accordance with democratic principles.

24.6. Voting shall be also allowed by way of proxy. Any organisational member shall be entitled to sign a legal proxy to any person, regardless of whether they are a member of the SOS Coalition.

24.7. The Chairperson (or Deputy Chairperson or Treasurer should the Chairperson not be available) shall preside over the AGM.

24.8. Quorum shall be reached when 25% of all organisational members and/or individual members are present, or 5 (five) organisational members and 5 (five) individual members are present, whichever is the lower.

25. FUNDING AND FINANCING

25.1. The financial year-end of the organisation shall be end May of each year.

25.2. The organisation's accounting records and reports must be ready and handed to the Director of the Nonprofit Organisation within 6 (six) months after the financial year-end.

- 25.3. If the organisation has funds that can be invested, the funds may only be invested with registered financial intuitions. The institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.
- 25.4. SOS shall be funded from:
- 25.4.1. Grants.
 - 25.4.2. Donations and bequests.
 - 25.4.3. Monies received from any other legal source.
 - 25.4.4. Income earned from surplus money deposited and invested.
 - 25.4.5. Income earned from services rendered.

26. INCOME AND PROPERTY

- 26.1. The Treasurer, in consultation with the National Coordinator (or in future the Director). shall keep a record of all assets and income.
- 26.2. All finances and assets owned by SOS are under the custodianship of the National Coordinator (or in future the Director) and the Treasurer, and are owned by SOS and not any of its members or employees.
- 26.3. Members and employees may submit bona fide expense claims to the Host Organisation on condition the principle of such claim submissions are agreed to by the National Coordinator (or in future the Director) prior to the expense being incurred, are ratified by the Board. and are submitted in accordance with the Host Organisation's policies and procedures.

27. AMENDMENTS TO THE CONSTITUTION

- 27.1. The Constitution may be amended by a resolution passed at an AGM by at least two-thirds of all organisational members, including by proxy if absent with apology.
- 27.2. The written approval of the Host Organisation shall be required should the change to the Constitution impact on the Host Organisation.
- 27.3. Amendments shall be proposed in writing. The Secretary shall provide copies of any proposed amendments together with the agenda for the AGM as per clause 24.4 above.

27.4. The only amendment to this Constitution which does not require a resolution passed at an AGM would be changing the financial year (end May) should SOS change its hosting organisation or no longer require one. In this case it is expected that the financial year-end will change to end February.

28. DISPUTE RESOLUTION REGARDING THE CONSTITUTION

28.1. Should any dispute arise or a deadlock exist in relation to any matter which requires consensus between the Parties in the widest sense in connection with –

28.1.1. the formation or existence of;

28.1.2. the carrying into effect of;

28.1.3. the interpretation or application of the provisions of;

28.1.4. the Parties' respective rights and obligations in terms of or arising out of;

28.1.5. the validity, enforceability, rectification, termination or cancellation, whether in whole or in part of; and/or

28.1.6. any documents furnished by the Parties pursuant to the provisions of this Constitution, or which relates in any way to any matter affecting the interests of the Parties in terms of this Constitution;

28.1.7. then any Party may declare that a dispute exists by requesting that the Chairperson serve written notice on the other members of the Board.

28.2. Within 10 (ten) days of receipt of a written notice declaring a dispute, the Parties must try to meet and –

28.2.1. resolve the dispute; or

28.2.2. agree to a process for resolving the dispute. Failure to agree a process shall result in the arbitration being conducted in accordance with the terms of the Arbitration Act, No. 42 of 1965 and the application of the Arbitration Foundation of Southern Africa (AFSA) Rules, it being the intention that the arbitration shall be held and completed within 21 (twenty one) calendar days after it was demanded.

28.3. If within 10 (ten) days of the dispute being declared, the Parties or their nominees do not meet or do not resolve the dispute or do not agree on a process for resolving the dispute, the matter shall be referred to arbitration in terms of

this clause 28, provided that a Party to the dispute has demanded arbitration by written notice to the other Parties.

28.4. The arbitration shall be held –

28.4.1. at a location in the relevant magisterial district; and

28.4.2. with only the representatives and legal representatives of the Parties to the dispute present thereat.

28.5. The arbitrator shall be, if the matter in dispute is principally –

28.5.1. a legal matter, a practising advocate or attorney;

28.5.2. an accounting matter, a practising accountant; or

28.5.3. any other matter, any independent Person, agreed upon between the Parties to the dispute.

28.6. The decision of the arbitrator shall be final and binding on the Parties to the dispute and may be made an order of any competent court at the instance of any of the Parties to the dispute.

29. DISSOLUTION

29.1. SOS may only be dissolved with the agreement of two thirds of all voting (i.e. organisational) members at a Special Meeting of Members convened for this purpose, including by proxy if absent with apology.

29.2. Any assets remaining after all its liabilities have been met shall be transferred to another non-profit organisation with similar objectives.

29.3. The Board members shall decide on the exact terms of the dissolution and the precise disposal of any assets.



CHAIRPERSON: THANDI SMITH

16 November 2018