

SISONKE CONSTITUTION 2025



SISONKE

Association of Friends

THE CONSTITUTION OF SISONKE ASSOCIATION OF FRIENDS

1. NAME

1.1 The name of the Association shall be **SISONKE ASSOCIATION OF FRIENDS**

1.2 Legal Persona

The Association shall be a juristic person having perpetual succession and being capable of acquiring and disposing of rights (including the right to movable and immovable property, investment in stocks, shares, options, securities and others, and to borrow money and encumber such assets for the purpose of fulfilling the aims and objectives of the Association) of incurring obligation, of entering into legal transactions and suing and being sued in its own name.

2. AIMS AND OBJECTIVES

PRIMARY

- 2.1 To improve the social life our members and engender a spirit of friendship, togetherness and unity.
- 2.2 To economically empower our members and their families, as well as immediate communities
- 2.3 To render assistance to one another and our respective families in times of adversity and joyfulness;
- 2.4 To foster harmonious relationships amongst ourselves and our communities by providing services that address socio-economic needs;

SECONDARY

- 2.5 To work in collaboration with other organisations, and individuals that deal with the same areas of community involvement as Sisonke.

3. MEMBERSHIP

- 3.1 Membership of the Association shall be open to all adult persons (24 years but not older than 60 years at the time of entry) who subscribe to its aims and objectives subject to the recommendation by the Executive Committee and final approval by the general membership.
- 3.2 The number of members in the Association shall be limited to a maximum of 200 members
- 3.3 Acceptance of new members into the Association shall be proposed and seconded by two existing members and adopted only if no other member of the General council objects
- 3.4 The Association reserves the right to refuse the admission to any person without giving or explaining the reason.

3.5 A person shall be deemed a member of the Association after fulfilling the following requirements:

3.5.1 Submit a written application;

3.5.2 Be interviewed by the Executive Committee or anybody delegated for such purposes by the Executive

3.5.3 EXCO's recommendation to the general membership

3.5.4 Approval by general membership;

3.5.5 Induction at the first General Meeting after acceptance and the signing of the membership confidentiality agreement;

3.5.6 The new member shall, on confirmation of acceptance, pay a prorated first year's subscription. The joining fee becomes due and payable within three (3) months from the date of commencement of membership and assigns participation and/or distribution rights on any assets, accumulated capital, gratuities and undistributed income as well as the dividends that may be declared and distributed to members in good standing in accordance with the resolution taken in the General Council Meeting.

3.6 The Association acknowledges and respects the right of its members to associate and/or join any Association of their choice. The exercise of this right is subject to a full disclosure of the name of the Association, objectives, the effective date of membership as well as a final approval by EXCO.

3.7 New members shall serve a probationary period of six (6) months (180 days) from the date of commencement of membership prior to being eligible to draw financial benefits from the Association, excluding in the event of accidental death of a member or his/her registered dependants.

A **dependant** shall mean natural or foster parents including the in-laws, a member's spouse and his/her biological or legally adopted children up to the age of 18 years. Any child above the age of 18 years must show proof of registration at a tertiary or any other recognised educational institution. If the dependant is a child or an adult who is permanently incapacitated by a physical or mental infirmity from maintaining him/herself, a medical evidence shall be submitted.

3.8 The Executive Committee shall keep a register of the members of the Association stating:

3.8.1 The member's name and date of birth;

3.8.2 His/her place of abode

3.8.3 Who comprises his/her next of kin;

3.8.4 Any changes pertaining to the above information as supplied by the member.

- 3.9 Members have the right to terminate their membership of the Association subject to the submission of a written notification to EXCO and the return of all assets in the member's possession at the time of the termination of membership.
- 3.10 Membership shall automatically be forfeited should a member fail to make required contributions on any single occasion. Such a member shall have the right to appeal to the Association for his/her reinstatement within 14 days of the notification of forfeiture.
- 3.11 A member shall automatically forfeit membership of the Association after failing to attend two consecutive General or Special Meetings convened by the Association, and such a member shall have the right to appeal to the Association for his/her reinstatement within fourteen (14) days of notification of such forfeiture.
- 3.12 The General Council may at any time terminate the membership of a member after due process of constitutional procedures has been followed, and resulting in a determination that his/her continued membership is in conflict with the interests of the Association.
- 3.13 Appeal for reinstatement of membership after forfeiture in terms of clause 3.10 and 3.11 shall be permitted only once in a calendar year. If a member forfeits membership because of clause 3.12, there shall be no appeal for reinstatement.
- 3.14 On death of a principal member, the Association shall, within fourteen (14) days after the burial of such member, visit the aggrieved family to discuss the continuation of membership.
- 3.15 Any member who is unable to attend (either temporarily or permanently) the Association's engagements due to ill-health or any other valid reason that may be related to work, culture or religion, shall not forfeit membership as contemplated in clause 3.7 provided;
- a) Proof of initial documentation is submitted and is subject to six monthly reviews by the Association;
 - b) And all financial obligations by the member to the Association are fully met at all times.

4. OFFICE BEARERS

- 4.1 The Association shall, at its Annual General Meeting, elect amongst its members the core Executive Committee comprising, inter alia, the following:

4.1.1 A **Chairperson** whose duties shall, among other things, be to

- Convene all General Meetings;
- Preside over General meetings;
- Preside over all Executive Committee meetings

- 4.1.2 A **Vice-Chairperson** whose duties shall, amongst others; be to;
- Act in the capacity of the Chairperson in his/her absence;
 - Preside as the Chairperson of the governing body of functional or ad-hoc committees that may be elected by the Association, from time to time;
- 4.1.3 A **General Secretary** whose functions shall be as follows;
- Keep proper register of the membership of the Association as set out in **clause 3.5**;
 - Record all proceedings at Executive Meetings;
 - In conjunction with the Chairperson, to set out Agendas and issue notices of convening meetings;
 - Record all proceedings of ad hoc committees.
- 4.1.4 A **Deputy General Secretary** who shall, amongst other things;
- Record all proceedings of all General meetings;
 - Deputise in the absence of the Secretary
- 4.1.5 A **Treasurer** whose duties shall be the following;
- To administer the funds and all financial matters of the Association;
 - To co-ordinate collection of all contributions made and record such in the register;
 - To appoint and liaise with the receivers of the Association's funds;
 - To compile financial reports and report to the general meeting quarterly or whenever requested;
 - To keep financial books and ensure that these are audited at least once in a financial year.
- 4.1.6 No member of the Association shall be compensated for providing services to the Association, except for personal expenses while carrying out the duties of the association (evidence or proof of payment required).
- 4.1.7 All affairs (conduct of members, behaviour, attendance of meetings and activities, monetary matters, etc) affecting the association shall be agreed by the members at a constituted meeting. The meeting must at least have a quorum of at least 50 percent plus one.
- 4.1.8 A member shall be expelled if two thirds majority of the members present at a properly constituted meeting of the Association support a resolution to that effect.

- 4.1.9 The voting system is entirely based on one member one vote.
- 4.1.10 The management of the Association, the formulation of policy and the code of conduct for members, their implementation shall be the preserve and overall responsibility of the Office Bearers which shall comprise the EXCO whose members shall not be less than 5 (five) nor exceed 6 (six)
- 4.1.11 The Executive Committee reserves the right to co-opt additional members to the committee, on a fixed-term basis, to assist with the execution of its mandate. All co-options shall be based on the operational requirements of the Association and the availability of the relevant critical skills, in-house.
- 4.1.12 The Office Bearers shall hold office for the initial two years from date of election, or until new Office-Bearers have been elected as provided for in this constitution and a further additional period of one (1) year in order to prepare for the next elective Annual General Meeting (AGM) and facilitate a handover transition to the new Executive Committee.
- 4.1.13 In the event of a member of EXCO resigning his/her position or forfeiting membership under clauses 3.6, 3.7 and 3.8 or passes away, or is incapacitated, a by-election shall be held within a period of 90 days to fill the vacated position, failing which, the EXCO may co-opt to its number substitute Office bearers who shall remain in office until the next election of Office Bearers.
- 4.1.14 Any Office Bearer who resigns from his/her position but remains a member of the Association shall be obliged to avail him/herself to the Executive Committee whenever requested to supply information required with regard to his/her activities when he/she was in office.
- 4.1.15 The Office bearer who is found to be in disrepute or not performing to the required and expected standard, and is found that his/her behaviour is detrimental to the progress of the Association, 2/3 (two-thirds) of the EXCO may, after due process of disciplinary and constitutional measures, recommend to the general meeting for the removal of such a member. The general meeting may accept or reject such a recommendation.
- 4.1.16 In the event of a conflict amongst the Office Bearers which reflects negatively on the Association or a conflict of interests between the Office-Bearers and the general body of the Association due to continuous undermining of the Association's resolutions, objectives and/or due to performance that is below required and expected standards, 2/3 (two-thirds) of the members who are all in good standing may vote to remove the entire Executive Committee from office. In such an event, a new Executive Committee or an interim committee shall be elected with immediate effect. An interim committee shall hold office for a period of not more than 90 (ninety) days whereupon a new Executive Committee shall be elected.

4.1.17 An Office-Bearer shall be eligible for re-election.

4.1.18 An Office Bearer shall not be entitled to receive any remuneration for services rendered to the Association in his/her capacity as the Office Bearer, nor in any other capacity, save with the approval of the Executive Committee.

4.2 The Association has the right to form sub or adhoc committees. The decisions that the sub-committees take must be presented to the Executive Committee. The Executive Committee must either ratify them or reject them at its next meeting. This meeting should take place soon after the sub-committee's meeting.

5. POWERS OF OFFICE-BEARERS

5.1 The Office-Bearers shall be given a mandate by the General Council, as it deems necessary from time to time, to commit in commercial transactions on behalf of the Association. Without derogating from the generality of the foregoing, the Office-Bearers shall have power to:

5.1.1 purchase and acquire immovable and movable property of every kind and description (expressly including a residence for occupation by any member);

5.1.2 sell (by public or private treaty) exchange, let, repair, reconstruct, auction develop or otherwise deal with any immovable property held by them in such manner and at such times as they shall from time to time determine.

5.1.3 pass mortgage bonds over any immovable property held by the Association;

5.1.4 invest in mortgage bonds (including participating mortgage bonds) over immovable property;

5.1.5 purchase and acquire shares, debentures of loan stock in any company or other legal entity, and create a special purpose vehicle in order to acquire and hold shares and other forms of securities in other investment holding companies. The Association shall be the sole shareholder in the said special purpose vehicle.

5.1.6 invest money on deposit or otherwise with any Bank, Building Society or other financial institution;

5.1.7 purchase and acquire stock of any Government, Quasi-Government Body, Municipality or other body corporate and generally make such investments or re-investments as they shall from time to time deem fit.

5.1.8 consent and agree to any reduction of capital, re-organisation or reconstruction of any companies, the shares of which are from time to time held by the Association in such a manner and upon such terms and conditions as they shall in their sole and entire discretion determine.

- 5.2 The Office-Bearers shall be entitled to realise in such manner as they shall determine any asset or investment held by them in trust from time to time and to re-invest the proceeds in terms of the powers of investment granted to them in terms of the Constitution;
- 5.3 The Office-Bearers shall only be entitled to acquire immovable property, shares, class and rights as investments and shall not be entitled to speculate or deal therein. Any enhancement in the value of or any profit made on the realisation of any investment of the Association and any depreciation, variation in value or any loss incurred on the realisation of any investment shall similarly be treated as a capital loss;
- 5.4 In dealing with the affairs of the Association, without derogating from other powers and authorities given to them in terms of this Constitution, the Office-Bearers shall have:
 - 5.4.1 all such powers and authorities that are normally vested in the Board of Directors of a company, and
 - 5.4.2 such ancillary and/or additional powers as shall be necessary or requisite to enable them, from time to time, to deal with all matters pertaining to the Association in such a manner as they deem advisable in the interest of the Association;
- 5.5 To call in, recover, collect and, if necessary to sue for all loans or other monies including rents and the like belonging to the Association Fund at any time, whether invested by them or otherwise, and to foreclose bonds and, if necessary, to buy in securities.
- 5.6 To expend from time to time such portion of the capital or income of the Association Funds as they may deem necessary or the preservation, maintenance and upkeep of any property belonging to the Association Fund, and to demolish any buildings which, in their opinion, should be disposed of and to deal with and erect new buildings on land belonging to the Association.
- 5.7 Any disputes regarding the interpretation of the constitution and rules shall be decided by the Chairperson/ or at the AGM/ or if requested at a special general meeting. Disputes relating to the valuation of members share shall be decided by an independent chartered accountant, whose decision will be final. Fees for the certified accountant will be met by the losing party or equally if no clear decision is made.

6. MEETINGS AND PROCEDURES

- 6.1 The Chairperson or Vice-Chairperson shall preside at all Executive and General meetings. In the event of both of them being absent, the meeting shall appoint a Chairperson to preside from amongst the Executive Committee members present.
- 6.2 Minutes of the Association meetings shall be kept and issued promptly to members, at least one week or as soon as practically possible prior to the next meeting.
- 6.3 An Annual General Meeting shall be called once a calendar year, however, should the need arise, a Special General meeting may be called by the Office Bearers should they deem it necessary to deal with urgent considerations. At least fourteen days notice of Annual General meeting, as the case may be, shall be given to members.

- 6.3.1 Proposals for amendments to the constitution shall be in writing and submitted to the Secretary before the last general meeting preceding the Annual General meeting.
- 6.3.2 Amendments to the constitution shall be passed on the basis of two-thirds majority of those present at the Annual general Meeting.
- 6.3.3 Amendments to the constitution shall only be effected at the Annual General Meeting.
- 6.3.4 No member shall be eligible for election to the Executive Committee until he/she has been a member of the Association for a continuous period of two (2) years.
- 6.4 A third of the membership of the Association present shall constitute a quorum of the General Meeting.
- 6.5 All members shall have a vote and voting shall take place by show of hands.
- 6.6 A third of the membership of the Association who are in good standing with the Association can petition the Chairperson in writing to convene a special meeting within fourteen (14) days of receipt of such petition on any matter regarding the aims and objectives of the Association and other relevant provisions of this constitution, other than a petition for the reinstatement of a former member (s) who has lost membership in terms of Clauses 3.6, 3.7 and 3.8.

7. ANNUAL SUBSCRIPTIONS

Annual subscriptions shall be reviewed and determined at every Annual General Meeting.

8. FUNDS

- 8.1 The association shall collect monies from its members by way of subscriptions and levies in terms of its aims and objectives outlined in paragraph 2.
- 8.2 The Association may from time to time levy members to raise monies as decided by the general meeting;
- 8.3 The Association shall hold its funds in the form of an investment and an operational account.
- 8.4 The Association shall keep appropriate books of account of all financial matters.
- 8.5 The Association reserves the right of action against any member found and proved to have acted irresponsibly or without the Association's authority in the utilisation of the funds or property of the Association.
- 8.6 The Association may give assistance for an occasion that is deemed to be in line with its objectives. An amount not exceeding R600.00 shall be made available. Any amount in excess of this amount shall have to be approved by the General Council. This amount is subject to review on an annual basis.

- 8.7 The Executive Committee shall be the sole signatories for any financial transactions of the Association. Any two of the above shall suffice to effect a legitimate financial transaction.

9. ASSETS

- 9.1 The Association will keep a record of everything it owns;
- 9.2 The Association may not give any of its assets to its members or Office-Bearers. The only time it can do so is when it pays for work that a member or Office-Bearer has done for the Association. The payment must be a reasonable amount that will be decided at the general meeting from time to time for the work that has been done.
- 9.3 A member of the Association can only get a refund from the Association for own expenses paid on behalf of the Association.
- 9.4 Members or Office Bearers of the Association do not have rights over anything that belongs to the Association.

10. BENEFITS

- 10.1 The following minimum benefits shall be due and payable to a member or his/her beneficiaries in the event of;
- 10.1.1 the death of a registered member – an amount decided upon by the Association at every Annual General Meeting.
- 10.1.2 the death of the member's dependant as registered in the Association's records.
- 10.1.3 any other contribution/donation – shall be decided upon by the general membership.
- 10.2 All benefits made towards a member's adversity or joyfulness shall be handed over to the beneficiary within fourteen(14) days from the date of notification to the Association and be handed over in the presence of at least three (3) Office Bearers and any other number of ordinary members present.
- 10.3 Any member who brings the Association into disrepute, is in default or whose membership standing is in question and/or awaiting an appeal through no fault of the Association and in the interim is befallen by a bereavement or a tribulation to him/herself or any registered dependant, the Association shall not be bound by proviso as outlined in clause 9.
- 10.4 The Funeral Benefit shall only be payable to a single qualifying member of the Association irrespective of the number of members who share the same dependant.

11. CODE OF CONDUCT AND DISCIPLINARY PROCEDURES

- 11.1 The Association expects its members to hold themselves in the highest decorum possible (read attachments, **Annexures A & B** for guidelines) especially where the member is representing the Association or the Association is partaking in a formal capacity;
- 11.2 It is expected that the members shall at all times show respect for one another on all occasions where the Association is represented in its official capacity.
- 11.3 No member shall bring the Association into disrepute by drunkenness, substance abuse, use of abusive language and fighting at or during occasions of the Association.
- 11.4 The Association reserves the right to invoke clause 3.8 should any member divulge confidential information and/or act in a manner that amounts to a serious misconduct which impacts adversely on the reputation and proper functioning of the Association.
- 11.5 Any member who violates the above clauses shall be dealt with as contained in the disciplinary rules
- 11.6 Any member who contravenes or infringes any of the provisions of the constitution may be suspended, fined or expelled as may be determined by the Association but before the penalty is delivered or finalised, the concerned member must be afforded an opportunity to state his/her case personally at a meeting of the Executive Committee.

12. ANNUAL GENERAL MEETING

- 12.1 The following format of the agenda will be adopted for the Annual General Meeting;
 - Chairperson's Address
 - Secretariat's Report
 - Financial Report
 - Constitutional Amendments
 - Election of Executive Committee/New Office Bearers
 - Provision for New Members
- 12.2 The election process will be conducted by the ballot system.

13. **DISSOLUTION**

In the event of the Association being dissolved and after all its liabilities have been settled, the remaining assets will be wound up and divided among members in accordance with a resolution to that effect, if passed. A 75% vote of the full membership at a specially convened general council meeting shall be required for the dissolution of the Association.

14. **SIGNATURES & DATES**

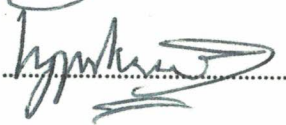
Signed at CAPE TOWN on this 18 day of FEBRUARY 2025

Name: MZILONKE JACOBS Designation: CHAIRPERSON

Signature: 

Witnesses

1. 

2. 

Signed at CAPE TOWN on this 18 day of FEBRUARY 2025

Name: Bonisle Tantolo Designation: General Secretary

Signature: 

Witnesses

1. 

2. 

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ANNEXURE A

OPERATING PRINCIPLES

Members of Sisonke , irrespective of their diverse interests and activities, are expected to agree to a set of common values by which the Association will be recognised. These values are influenced by the need for the Association to assist in the combating of poverty and inequality, and to strive to improve the lives and circumstances of all South Africans. With this in mind, Sisonke members commit themselves to the following principles:

- Being faithful to the Association; honouring and abiding by its constitution;
- Promoting the unity and wellbeing of those who comprise Sisonke membership;
- Being responsive to the needs and welfare of Sisonke membership
- Respecting the rights , culture and dignity of all people within the framework of the Bill of Rights, as contained in the South African Constitution;enhancing race and gender equality (adhering to the spirit of Ubuntu).
- Ensuring that there is no discrimination against any member of the Association on account of race,gender, ethnic or social origin, colour, sexual orientation, age, disability, religion, political persuasion, conscience ,belief, culture and language.
- Acknowledging that every human being has a unique value and potential, irrespective of origin, disability, ethnicity, gender, age, sexual orientation, beliefs, socio-economic and legal status;
- Believing in the dignity,equality and worth of all South Africans; and in a fair and just society that protects and enhances the wellbeing of all its citizens; reflecting this wherever possible in the composition of its leadership and membership.
- Supporting a participatory democracy.
- Co-operating, collaborating and networking with other organisations around issues of mutual concern;
- Applying people-centred development;
- Promoting voluntarism at all levels;
- Treating other organisations courteously and respectfully at all times;
- Ensuring the Association remains true to its mission and objectives.

- Ensuring that the Association represents itself ,its policies and its programme in a positive light to the public, regardless of personal feelings or beliefs;
- Ensuring the Association is approachable , helpful and accessible in its relationships with beneficiaries who are expecting a high standard of service;
- Striving towards the provision of an excellent, efficient and effective service at all times;
- Being mindful of the circumstances and concerns of the beneficiaries when making decisions that affect them;
- Ensuring that the Association has honest and open relationship with its supporters
- Ensuring that the members serve the Association in an unbiased and impartial manner, setting aside personal interests and upholding its good name, in order to create confidence in the Association and the non-profit sector as a whole;
- Ensuring that the Association forms associations with organisations that adhere to similar principles.

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ANNEXURE B

ETHICAL AND RESPONSIBLE BEHAVIOUR

Sisonke exists on the support it receives from others, given in trust and with the hope that problems and issues will be effectively addressed by the

Association's mission and objectives. Because Sisonke is expected to "do good" with these resources the public expects them to be beyond reproach. Any behaviour brought to light by enquiry or the media becomes a slight on the entire Sisonke membership. Therefore all Sisonke members are expected to conduct themselves ethically and behave responsibly in their dealings with others. While the application of the following standards and principles might vary from one organisation to the next, they remain a good place to start;

- **Honesty:** Honest people are truthful, sincere, forthright, straightforward, frank and candid. They do not cheat, steal, lie, deceive or act deviously. Sisonke members should be scrupulously honest in their dealings with donors and beneficiaries;
- **Integrity:** People and organisations with integrity are principled, honourable and upright. They are courageous and act on convictions. They will fight for their beliefs and will not adopt an "end justifies the means" philosophy that ignores principle or is expedient at the expense of principle. Sisonke members respect the integrity of the mission.
- **Promise keeping:** People worthy of trust keep promises, fulfil commitments, abide by the spirit as well as letter of an agreement. They do not interpret agreements in an unreasonably technical or legalistic manner to rationalise non-compliance or to create justifications for escaping their commitments.
- **Fidelity/loyalty:** People worthy of trust demonstrate fidelity and loyalty to other people and to organisations by friendship in diversity, support, and devotion to duty. They do not use or disclose information that is learned in confidence for personal or professional advantage. Members should safeguard their ability to make independent professional judgements by scrupulously avoiding undue influence and conflict of interest.
- **Fairness:** Fair people manifest a commitment to justice, the equal treatment of individuals and tolerance for and acceptance of diversity. They are

open-minded, willing to admit they are wrong, and, where appropriate, change their positions and beliefs. They do not overreach or take undue advantage of other's mistakes or difficulties.

- **Caring for others:** Concern for the well-being of other manifests itself in compassion, giving, kindness, and serving. It requires that one attempt to help those in need and avoids harming others.
- **Respect for others:** Ethical people demonstrate respect for human dignity, privacy, and the right to self-determination of all competent adults. They are courteous and decent. They provide others with the information they need to make informed decisions about their own lives.
- **Transparency:** Members should provide as much relevant information to the public as is reasonably possible to permit intelligent assessment of goals , means and results as they relate to the Association's mission.
- **Responsible citizenship:** Responsible citizenship involves lawfulness, participation, social consciousness and public service. Members must be especially careful to obey all relevant regulations and laws.
- **Pursuit of excellence:** Ethical people are concerned with the quality of their work. They pursue excellence and are diligent, reliable, industrious and committed.
- **Accountability:** Ethical people accept responsibility for their decisions, for the foreseeable consequences of their actions and failures to act, for setting an example to others and for providing feedback to donors and sponsors on how funds were utilised.
- **Safeguard public trust:** Sisonke governance leaders and volunteers have special obligations to lead by example, to safeguard and advance the integrity and reputation of the Association that depend on voluntary support and public trust, to avoid even the appearance of impropriety and to make whatever actions necessary to correct or prevent the inappropriate conduct of others.

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