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20 Jun 2024

CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

**CONSTITUTION
OF
LA GRATITUDE HOME FOR THE AGED
NEWCASTLE
031-383 NPO**

1. FORMATION AND NAME OF ORGANISATION

1.1. The organisation hereby constituted will be called the **LA GRATITUDE HOME FOR THE AGED**.

1.2. The shortened name will be **LA GRATITUDE**, hereinafter referred to as the Organisation.

1.3. The organisation shall be monitored by the **Board of Control**

- This organisation shall be entitled to sue and be sued in its own name.
- Shall be able to own property and other possessions.
- Exist in its own right, separately from its members.
- Continue to exist even when its board membership changes and there are different office bearers.

2. OBJECTIVES

2.1. The organisation's main objectives are:

To create an environment that enables the promotion of older persons and protection of their rights through programmes that provide a safe and secure environment for all.

2.2. The organisation's secondary objectives will be:

2.2.1. To sponsor, promote and act as a forum for the discussion of common interests and problems among representatives or organisations caring for the Older Person.

2.2.2. To construct, purchase, manage, operate and maintain dwellings, frail care facilities, service centres and approved housing schemes.

2.2.3. To provide care and Services to Older Persons that includes the prevention and treatment of elder abuse as well as counselling services, residential frail care and the promoting of active age programmes.

2.2.4. To promote the rights of older persons through awareness programmes.

2.2.5. To seek inter sectoral relevant stakeholders which render welfare services or that may show interest in the rendering of such services.

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capacity building development

- 2.2.6. To create a sustainable environment for service delivery through partnerships and collaborations with all relevant stakeholders by the organisation for the respective beneficiaries
- 2.2.7. To raise funds by means of collections, donations, membership fees, bequests, residence rentals, levies and Board and Lodging fees paid by the occupants, fundraising initiatives, sale of various services rendered and in any other possible lawful way.
- 2.2.8. To render services to needy older persons within the community.
- 2.2.9. To conduct outreach programmes within the identified disadvantaged communities in conjunction with the Department of Social Development.

3. MEMBERSHIP

- 3.1 La Gratitude Home for the Aged is a community based Organisation where the elected members are representatives from the Newcastle magisterial district.
- 3.2. The elected members therefore represent the community on the Board of Control.
- 3.3. Board of Control members of the organisation must attend the Annual General Meetings. At the Annual General Meeting members exercise their right to determine the policy of the organisation.
- 3.4. The organisation shall continue to exist even when its membership changes and there are different office bearers.

4. ADMINISTRATION OF THE ORGANISATION / MANAGEMENT

- 4.1 The affairs of the Organisation shall be administered by the members of the Board of Control elected in accordance with Clause 5. The Board of Control shall delegate in writing such powers as it deems necessary, to the Chief Executive Officer, in short the CEO.
- 4.2 Urgent matters not delegated to the Chief Executive Officer, shall be executed jointly by the Chairman or in his/her absence, the Vice Chairman and the Chief Executive Officer, provided that approval for any such decisions shall be obtained at the following meeting of the Board of Control.
- 4.3 In the absence of the Chief Executive Officer the Chairman or in his/her absence the Vice Chairman and the Acting Manager shall continue to manage the operation.
- 4.4 The powers of the appointed Acting Manager shall be specified in his/her appointment by the Board of Control.
- 4.5. All members of the Board of Control shall sign an Oath of Confidentiality when elected as member of the Board.

5. BOARD OF CONTROL OF THE ORGANISATION

- 5.1 A general meeting shall be held annually to give the community of Newcastle feedback with regards to the operations of La Gratitude Home for the Aged.

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Community Reserve of the Board

the local newspaper, invite nominations from members of the Board of Control. The Board of Control shall consider those nominations and shall appoint persons to the Board of Control whose expertise will benefit the Organisation.

5.3 The Board of Control shall consist of 9 elected members from the community, plus one resident and the Chief Executive Officer.

- (a) A maximum of nine persons representing the local community in general of which one will serve as an Ombudsperson: provided that such representation must have regard to the demographic composition of the population, gender and race equality and a fair geographic spread;
- (b) The Chief Executive Officer will represent the staff; and
- (c) A representative of the residents of the Organisation elected or designated by the majority of the residents of the home.
- (d) The said members shall elect a Chairman and Vice Chairman, on a two year term with the option to stand for an additional one year term.

5.4. Special Committee meetings;
Any matter needing immediate or urgent attention, financial or other prior to the monthly Board of Control meeting shall be investigated and then decided upon by the CEO, Chairperson and the Vice Chairperson. In the event of the absence of any of the above members two management committee members will replace them in their absence. A decision will be taken and be condoned at the following Board of Control meeting.

5.5 Voting powers shall be vested in the members of the Board of Control. Decisions which are not unanimous shall be taken by the show of hands. During all meetings of the Board (ordinary and extraordinary meetings), the Chairman shall have a casting as well as a deciding vote.

5.6 Each elected member excluding the Chief Executive Officer shall be elected for a period of 3 years prior to the Annual Feedback Meeting and may be re-elected upon the expiring of that term of office, provided that such member does not hold the same portfolio position for two consecutive terms.

5.7 Election of the members shall be divided into two categories, viz A and B to commence and ensure the continuity of the Board of Control.

5.7.1 The members elected under category A shall retire after 3 years and shall be eligible for re-election to the Board of Control.

5.7.2 The members elected under category B shall retire after 2 years and shall be eligible for re-election to the Board of Control.

5.7.3 A person is disqualified from being a member of the Board of Control if he or she is:-

- (a) not a South African citizen;
- (b) declared insolvent;
- (c) convicted of an offence and sentenced to imprisonment without the option of a fine;
- (d) convicted of any offence of which dishonesty or violence is an element;
- (e) a relative of a member of the staff of the Organisation; or
- (f) in contravention of sub regulation (3.8) of the NPO Act of 1998.

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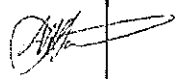
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founding of the organisation, where after rotation shall be automatic after the same sequence over a three year cycle.

- 5.9 A member of the Board of Control shall be deemed to have vacated his/her seat upon the Board of Control in the following cases:**
- 5.9.1** If he/she absents him/herself from more than three consecutive scheduled meetings of the Board of Control without leave of absence from the Board (excluding ad hoc and extra-ordinary meetings) without the chairman's permission unless the Board of Control has condoned the absence on good reasons advanced by the member;
- 5.9.2** If he/she acts against this constitution and Code of Conduct of La Gratitude Office Bearers;
- 5.9.3** If he/she is appointed in the employment of the Organisation;
- 5.9.4** If he/she is a board member of, or in the employment of any other Organisation with similar aims;
- 5.9.5** If he/she becomes a resident of La Gratitude Home for the Aged;
- 5.9.6** If he/she is discharged by the Board of Control by virtue of having:
- (a) Repeatedly failed to perform his / her functions efficiently;
 - (b) Physical or mental illness or disability, become incapable of performing his/her functions or performing them efficiently; or
 - (c) Involved in misconduct including bad behaviour, misbehaviour, misdemeanours, transgression, indiscretion or contravention of the organisations vision or mission as well as any wrongdoing that could damage the image of the organisation and management.
- 5.9.7** If he/she is disqualified in terms of clause 5.7.3.
- 5.10** If a board member dies or vacates office, the Board of Control may appoint another suitable person as member and that person serves for the remainder of the predecessor's term of office.
- 5.11** The Board of Control shall, except in extra-ordinary circumstances, meet at least once in every month at such time and place as it may be determined.
- 5.12** Quorum at any meeting shall be 50% plus one of the board members.
- 5.13.** Minutes as well as an attendance register will be taken at every meeting to record the Board of Control decisions taken. The Minutes of each meeting will be given to Board of Control members at least 7 (seven) days before the next meeting.
- 5.14.** The Board of Control has the right to establish sub-committees. The decisions that Sub-Committees take are to be referred to the Board of Control for condonation. By agreeing to decisions the Board of Control ratifies them, if condoned it becomes a Board Decision.
- 5.15.** All Board of Control members shall sign an Oath of Confidentiality when they join the Committee.

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The Board of Control shall have the power and authority to carry out the objectives of the Organisation in accordance with the Constitution and, in particular, shall have the following powers:

- 6.1. To acquire assets, upgrade and control thereof
- 6.2. To receive, administer and apply the monies of the Organisation.
- 6.3. To buy, hire or exchange for any property that it needs to achieve its objectives.
- 6.4. To raise funds or to invite and receive contributions and utilise donations as specified by the Donors.
- 6.5. To raise, borrow, at interest or otherwise, to mortgage the assets of the organisation, to invest monies not immediately required and to vary or realise any investments.
- 6.6. To enter into and sign any contracts or legal documents, pertaining to property movable or immovable in the name of the organisation and to institute, conduct, defend, compound or abandon any legal proceedings by or against the Organisation.
- 6.7. To appoint, remunerate and terminate the appointments of Attorneys, Auditors and other professional advisers.
- 6.8. To regulate its meetings and the meetings of any standing or ad hoc committee in such manner as it may decide to ensure acceptable standards of performance.
- 6.9. To do all such other acts or things as, in its opinion, are conducive to the attainment of the objects of the Organisation.
- 6.10. To appoint, employ, remunerate and terminate the appointment of the Chief Executive Officer.
- 6.11. To co-opt persons to serve on the Board of Control in an ad hoc capacity, without voting powers, where the special knowledge or experience of such persons will aid the Board of Control in its deliberations.
- 6.12. To appoint Sub Committees. Decisions and or recommendations by Sub Committees must be reported to the Board of Control for consideration and or ratification.
- 6.13. To invite a representative or representatives of Government Departments or Provincial Administrations, which are concerned with or interested in the welfare of the aged, to attend deliberations in an advisory capacity.
- 6.14. The Board of Control has the right to make guidelines to ensure proper management.
- 6.15. The Board of Control will decide on the powers and functions of office bearers.

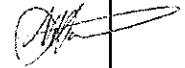
7. MEETINGS OF THE ORGANISATION AND THE BOARD OF CONTROL

- 7.1. The Organisation shall hold an Annual General (Feedback) Meeting once a year at a time and place to be determined by the Board of Control, and shall give not less than two weeks notice of such a meeting in the local press.

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ORGANISATION OF THE FOLLOWING

- 7.2 At such Annual General (Feedback) Meeting (AGM) of the Organisation the following matters shall be dealt with:
- 7.2.1. Compilation of attendance registers.
 - 7.2.2. Reading and confirmation of the Minutes of the previous Annual Feedback Meeting.
 - 7.2.3. Presentation of the Chairman's report.
 - 7.2.4. Presentation of Treasurer's report
 - 7.2.5. Presentation of the Chief Executive Officer's Report.
 - 7.2.6. Report by the Auditor.
 - 7.2.7. Proposed amendments to the constitution.
 - 7.2.8. Election of new office bearers.
 - 7.2.9. General.
 - 7.2.10. Closing of the Meeting.
- 7.3. The Chairman of the Board of Control shall, at the request of not less than 6 members of the Board of Control, convene a Special Meeting of the Organisation by giving not less than 14 days notice in writing to each member of such Special Meeting:
- 7.3.1. The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.
 - 7.3.2. Special or extraordinary meetings can take the format of an Annual General Meeting (AGM) or any ordinary meeting of members.
 - 7.3.3. Special meetings may be called when the Board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.
- 7.4 The notice convening an Annual Feedback or Special Meeting of the Organisation shall include the agenda inclusive of 7.2.1 - 7.2.10.
- 7.5 The quorum for all Meetings of the Organisation shall be a simple majority (50%+1) of relevant members who are expected to attend at any Annual General meeting, Special Meeting or committee meetings of the Organisation:
- 7.5.1. All meetings of the organisation must reach a quorum before they can start.
 - 7.5.2. If, however a quorum is not present within fifteen minutes of the appointment time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.
 - 7.5.3. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.



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proceedings of all meetings:

- 7.6.1. Proper minutes and attendance records must be kept for all meetings of the organisation.
- 7.6.2. The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be and shall thereafter be signed by the chairperson.
- 7.6.3. The minutes shall thereafter be kept safely and always be on hand for members to consult.
- 7.7 The members will be responsible for making decisions in meetings:**
- 7.8.1. When necessary members serving on the Board of Control will vote on issues.
- 7.8.2. All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- 7.8.3. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 7.8.4. All members must abide by the majority decision.
- 7.8.5. Decisions concerning changes to the constitution, or of dissolution and closing down of the Organisation shall only be dealt with in terms of clauses 10 and 11 of this constitution.
- 7.9. The Secretary will be responsible for notification of meetings;**
- 7.9.1.1. The Secretary must advise all Board members of the date of the proposed meeting within a reasonable time, but not less than seven (7) days before the meeting is due to take place.
- 7.9.2. However, when convening an AGM or a Special General Meeting, all members of the Organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.
- 7.9.3. Notice for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner is convenient, to the address or other similar particulars provided by the members.
- 7.9.4. The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed at the meeting and notification must be confirmed.
- 7.9.5. All members present in person at any meeting shall be deemed to have received notice of such meeting.
- 7.10 The chairperson shall act as the Chairperson of the Board of Control. If the chairperson does not attend a meeting, the vice-chairperson will take that seat. If both chairperson and Vice-chairperson is absent, the members of the committee who are present will choose which member will chair the meeting. This must be done before the meeting starts.**

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- 8.1 All monies received by the Organisation shall be paid into its banking account and all disbursements shall be made by cheque or internet banking authorised by not less than two persons authorised thereto by the Board of Control as designated to the Chief Executive Officer.
- 8.2 **The Board of Control and Financial Sub Committee shall affect full and true accounts of the Organisation which are to be kept secure and filed appropriately according to procedure and such accounts shall:**
- 8.2.1 Be balanced and audited by the Auditor as at the end of each year when the Organisation's financial year ends on the 31 March each year.
- 8.2.2 Subject to the provisions of paragraph 8.2.1, a copy of the Balance Sheet and Revenue and Expenditure Account shall, after audit and adoption by the Board of Control, be made available for inspection by any member of the Community of Newcastle.
- 8.3 The Board of Control will be obliged to and will have the power to pay any legitimate costs, claims, wages, accounts and expenses incurred in the management and administration of the Organisation. See paragraph 8.1.
- 8.4 The Board of Control will have the power to arrange a banking overdraft, or a loan if necessary, to enable them to execute the aims of the Organisation.
- 8.5 Funds of the Organisation may only be invested with a registered financial institution. Investment Institutions are listed in section 1 of the Financial Institutions (Investment of Funds) Act 1984; alternatively Securities on licensed Stock Exchanges as set out in the Stock Exchange Control Act 1985. The organisation may approach different banks to seek advice on the best way to invest its funds as well as to negotiate preferential banking charges.
- 8.6 **For the purpose of the fulfilment of the objectives of the organisation as set forth in Clause 2 hereof, the Board of Control, acting in the name of the Organisation, may:**
- 8.6.1 Acquire property or an interest in property, movable as well as immovable, by means of any purchases, exchange, and donation or otherwise.
- 8.6.2 Sell, lease or otherwise dispose of any of the assets of the Organisation or otherwise deal therewith, including its immovable property.
- 8.6.3 Hire property, movable or immovable.
- 8.6.4 Borrow money and secure loans by means of bonds registered against the assets of the Organisation.
- 8.7. The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the financial year end.

9. **GENERAL PROVISIONS**

- 9.1 Before a member is appointed to the Board of Control, he or she must in writing indicate whether he or she has direct, financial or other interest in La Gratitude Home for the Aged. A statement regarding the stipulations of clauses 5.9.3, 5.9.4, 5.9.5, 5.9.6, 5.9.7 as the case may be shall also be included. These documents shall be revised annually.

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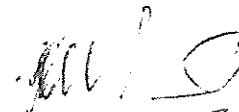
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OFFICE OF THE CHIEF DIRECTOR

reimbursement for travel and subsistence expenditure on pre-approved official business for La Gratitude Home for Aged.

- 9.3 No member of the Board of Control or employees may use any of the assets, resources or staff of La Gratitude Home for Aged for personal purposes. This does not include fund raising ventures, outreach project initiatives or training workshops. The Chief Executive Officer or authorised employees may utilise any asset needed to for fill a task, project or event which they are responsible for, or on behalf of the organisation, that will benefit the organisation with permission granted by the Chief Executive Officer / Chairperson / Deputy Chairperson or the Board of Control respectively.
- 9.4 Membership of the Organisation, its Board of Control or any Committee thereof, shall not confer on any member any proprietary right, title or claim to, or interest in, any of the property or assets of the Organisation, nor shall any member, by virtue of his/her membership, incur any liability in respect of any claim or action brought against the Organisation.
- 9.5 The property and income of the Organisation shall be used solely to promote the aims and objectives of the Organisation and no portion thereof shall be transferred directly or indirectly, through the medium of dividends, or in any other way, to profit any person other than by way of the payment in good faith of reasonable remuneration to any officer or employee of the Organisation for any service rendered to the Organisation.
- 9.6 Members of the Board of Control, satellite entities or any standing or ad hoc Committee and every employee of the Organisation shall, provided they have acted bona fide, be indemnified by the Organisation against all proceedings, costs and expenses incurred by reason of any act or action taken in the performance of their duties in connection with the Organisation.
- 9.7 All necessary documents such as agreements, contracts, reports, documents regarding the acquisition of property, movable and immovable, will be signed by the Chief Executive Officer duly authorised by the Board of Control of the organisation, or in his/her absence the Corporate Services Manager.
- 9.8 In the event of the absence of the Chairman and Vice Chairman and/or Chief Executive Officer the Board of Control shall, by way of a specific resolution, appoint signatories.
- 9.9 All property, movable and immovable, acquired by the Organisation, will be transferred to and registered in the name of the Organisation.
- 9.10 In the event of a Service Level Agreement with a government department the authorised signatories as per 9.8 above will be responsible to sign documentation on behalf of the Board of Control applicable in terms of the respective act.

10. AMENDMENT OF THE CONSTITUTION

- 10.1 This Constitution can be amended by a resolution. The resolution has to be agreed upon and passed by not less than two-thirds of the members present at a Board Meeting or Special Board Meeting of the Organisation, provided that due notice in accordance with this Constitution has been given and such notice has included the text of the proposed alteration. Members must vote at this meeting to change the constitution see 7.2.6.

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- 10.2 A notice of motion by a member for the amendment of this Constitution shall be in writing and received in the office of the Organisation one calendar month before the date of the meeting at which the motion is to be considered.
- 10.3. A written notice must go out not less than fourteen (14) days before the meeting at which the Amendments to the constitution will be proposed. The notice is to indicate the proposed changes to the constitution as well as the proposed amended draft that will be discussed at the meeting.
- 10.5. No amendments may be made which would have the effect of making the organisation cease to exist.

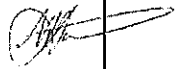
11. DISSOLUTION OF ORGANISATION

- 11.1 The Organisation may be dissolved if at least two-thirds of the members present and voting at a Board of Control Meeting or Special Board of Control Meeting of the Organisation are in favour of dissolution; provided the notice convening the meeting has clearly stated that the question of dissolution of the Organisation and disposal of its assets, are to be considered and discussed.
- 11.2 If upon dissolution of this Organisation there remain any assets whatsoever after the realisation of all its debts and liabilities, such assets shall not be paid, transferred to or distributed among any individual persons, but shall be given to a registered welfare organisation, preferably having similar objectives, as may be decided on by the Board of Control at the meeting at which it was decided to dissolve the Organisation.
- 11.3 With regard to the dissolution of the Organisation a special Annual General (Feedback) Meeting will be held to inform the community of the decision taken by the Board of Control of **La Gratitude Home for Aged**.

12. NATIONAL LEGISLATION

- 12.1 It is recorded and acknowledged that the Constitution of **La Gratitude Home for Aged** has been framed in accordance with the provisions of the Regulations under the Older Persons Act, 2008 Act No. 13 of 2008 and should be read in conjunction with the said Regulations and any future amendment thereof.

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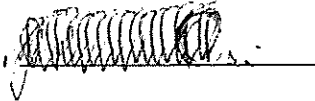
In case of any conflict between the Older Persons Act, 2006 Act No. 13 of 2006 and its regulations, and this constitution the Act and its Regulations will apply.

The constitution was approved and accepted by the Board of Control of La Gratitude Home for the Aged at a Special General Meeting held on

.....27.....day9..... month2016..... year

12.2 As duly authorised signatories:

(a) Chairperson:


MRS. J. E. NKOSI


2016-09-27
DATE

(b) Deputy Chairperson:


MR. C.R. LE ROUX

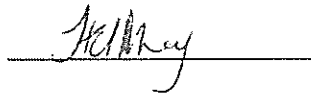
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DATE

(c) Chief Executive Officer


MRS. J.A. BATISTA

27/9/2016
DATE

(d) Secretary


MRS. D. MALONEY

2016-09-27
DATE

