

QuadPara Association of South Africa (QASA)



CONSTITUTION

(As Amended on 14th September 2013)

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1. DEFINITIONS

In this constitution the following terms are defined as:

1.1 QUADRIPLEGIC

A person who, as a result of an injury or illness, is totally or partially paralysed in all of his/her limbs.

1.2 PARAPLEGIC

A person who, as a result of an injury or illness, is totally or partially paralysed in all of his/her lower limbs.

1.3 NON PROFIT ORGANISATIONS ACT (1997)

Act 71 of 1997

1.4 SELF HELP CENTRE/QUAD HOUSE

A facility where a minimum of five (5) Quadriplegics or Paraplegics are accommodated on a permanent basis, managing the facility themselves.

1.5 REGIONAL ASSOCIATION

A Regional Association is an independent not for profit entity that is affiliated to, and acknowledged by QASA, which endorses the constitution of QASA and has it's own constitution in line with that of QASA representing a membership of at least 15 quadriplegics and paraplegics.

1.6 MANAGEMENT

Regional Association's elected or selected members representing the Regional Association on the National Management Committee.

1.7 ASSOCIATION

The QuadPara Association of South Africa, also referred to as QASA.

1.8 PUBLIC FINANCE MANAGEMENT ACT.

Act 1 of 1999.

1.9 MEMBER

A Quadriplegic or Paraplegic as defined in 1.1 and 1.2

1.10 ASSOCIATE MEMBER

A non-Quadriplegic or non-Paraplegic with no voting rights.

2. FOUNDING AND NAME

- 2.1 The QuadPara Association of South Africa (QASA) is constituted pursuant to the Nonprofit Organizations Act (1997) and represents the interests of quadriplegics and paraplegics in South Africa through, but not limited to the affiliated Regional Associations.
- 2.2 Requirements for a Regional Association to become and remain affiliated to and acknowledged by QASA is that the Regional Association must develop and operate a functional office within two years of endorsing QASA's constitution. The constitutions of the various regional associations shall be in accordance with QASA's constitution and approved by QASA.
- 2.3 Legal entities and individuals are prohibited from duplicating and using any written material, emblems or the name of QASA without prior written permission from QASA.
- 2.4 QASA is a body corporate and has an identity distinct from its Members or office bearers and will continue to exist notwithstanding changes in its membership or office bearers.
- 2.5 Regional Associations affiliated to QASA shall use the name "QuadPara Association" in front of their regional identity.

3. AIMS AND GOALS

Combating quadriplegia and paraplegia through prevention strategies and support of research for cure, as well as the protection and furthering of the interests of Quadriplegics and Paraplegics by the formulation of national policy and strategy, in order to develop (remove –and ensure) the full potential and quality of the lives of Quadriplegics and Paraplegics.

4. AREA OF JURISDICTION

QASA's jurisdiction and the application of its funds only extends to the geographical area of the Republic of South Africa, and includes the Regions as listed below. The jurisdiction of each Regional Association is limited to the geographical area of the particular region in which it is situated.

The regions are:

- Limpopo
- North West
- Northern Cape
- KwaZulu Natal
- Mpumalanga
- Eastern Cape
- Gauteng-North
- Gauteng-South
- Free State
- Western Cape

5. MEMBERSHIP

- 5.1 A Quadriplegic and Paraplegic, as defined in article 1, who endorses the constitution of a Regional Association by signature, qualifies automatically for membership, with the proviso that membership is applied for at the Regional Association which governs the area in which the Quadriplegic or paraplegic lives. Such membership is then recorded in the National register at QASA.
- 5.2 Non-Quadriplegics and non-Paraplegics who endorse the constitution of a Regional Association by signature, become eligible for Associate Membership and such application is made at the Regional Association which governs the area in which the person lives. The associate membership is then recorded in the National register at QASA.
- 5.3 Quadriplegics and Paraplegics and non-Quadriplegics and non-Paraplegics who live in regions where Regional Associations have not been constituted or established, may apply directly to QASA for membership or associate membership by endorsing the QASA's constitution.
- 5.4 Disciplinary action against members and associate members: If a Member or Associate Member contravenes the constitution of QASA, after hearing evidence, the QASA Management may, of its own volition suspend or terminate the membership in circumstances where such Member or Associate Member contravened the constitution in such a way that QASA as a whole, or the image of QASA was damaged and the QASA Code of Conduct Policy breached.

6. RIGHT OF VOTE OF MEMBERS

- 6.1 Each registered Member has the right to vote with one vote per person at an Annual General Meeting or special meeting. Decisions shall be taken by way of majority vote.
- 6.2 Should a Member be absent, he may vote by proxy providing that a written mandate reaches the QASA office 72 hours prior to the meeting in order to establish the validity of the mandate.
- 6.3 A valid proxy is one that is completed on a QASA proxy form and has the Members signature.
- 6.4 Members may vote orally, by raising a hand or by closed ballot papers. The manner in which Members and representatives of the Regional Association vote shall be determined by the Chairperson during the meeting.
- 6.5 In case of an equality of votes, the chairperson shall have the determining vote.

7. POWERS OF QASA

- 7.1 Subject to the Income Tax Act and Non-Profit Organisations Act , National Management Committee may take on the power and authority that it believes it needs to be able to achieve objectives that are stated in clause 3 of this constitution. Its activities must abide by the law.
- 7.2 The Management Committee power and authority includes the authority to:
 - 7.2.1 raise funds
 - 7.2.2 invite and receive contributions
 - 7.2.3 to buy, hire or exchange any property that it needs to achieve its objectives
 - 7.2.4 to give mandate to the Executive Committee to make day to day decisions on the running and functioning of the organization. These decisions must be communicated to the management committee;

7.2.5 to make policies for proper management including the procedure for application, approval and termination of membership; and

7.2.6 to take on any business undertaking or trading activity including strategic budgetary procedure without limitation to:

7.2.6.1 operate and manage that undertaking or trading activity

7.2.6.2 negotiate, execute and sign any necessary documents

7.2.6.3 exercise any voting rights; and

7.2.6.4 otherwise make any decision and generally do all that is necessary and expedient in connection with that activity or undertaking;

provided that all proceeds will be directed towards the recovering of costs and the promotion of the objectives of QASA and provided further that should the activity or undertaking not fall within the ambit of either subsection (aa), (bb), (cc) or (dd) of section 10.1(cN) of the Income Tax Act (1962), QASA will pay any tax arising out of or in connection with the profits of the activity or undertaking and at all times comply with the Income Tax Act.

7.3 QASA Management committee will decide on the powers and functions of office bearers and the CEO.

8. MANAGEMENT COMPOSITION AND OFFICE BEARERS OF QASA

8.1 COMPOSITION OF MANAGEMENT

The management of QASA is composed as follows:

8.1.1 One nominated member from each Regional Association and a second member if the region has at least one self help centre established.

8.1.2 A maximum of two members per Regional Association. At least one of these must be Quadriplegic.

8.1.3 A maximum of five (5) members and/or may be co-opted to provide for specific expertise which QASA might need.

8.1.4 Co-opted Member or Associate Member will not have voting rights.

8.1.5 Should a Management vacancy occur, it must be filled by the further nomination of a member by the specific Regional Association, within 30 days.

8.1.6 Management nominations from the Regional Associations must reach the QASA office fourteen (14) days prior to the Annual General Meeting.

8.1.7 At least 51% of the voting Management must be Quadriplegic.

8.2 OFFICE BEARERS

8.2.1 At the first meeting of the Management Committee after each Annual General Meeting the Management Committee must elect:

8.2.1.1 A Chairperson, Vice-Chairperson and Treasurer from within the Management Committee provided that either the Chairperson or Vice-Chairperson must be a Quadriplegic.

- 8.2.1.2 Paid employees of QASA to report to the Management Committee
- 8.2.2 Any remuneration payable to the paid employees must be:
 - 8.2.2.1 reasonable in relation to the services provided;
 - 8.2.2.2 not excessive
 - 8.2.2.3 not benefit a person in a manner inconsistent with the objects of QASA; and
 - 8.2.2.4 be in accordance with the requirements of the Income Tax Act.
- 8.3 Paid employees of QASA can serve on the Management Committee in an advisory capacity but will have no vote The Management Committee will decide on whether to have employees serve on the Management Committee or not.
- 8.4 No Member, Associate Member and /or employee of QASA, their families or any entity in which they have an interest may benefit directly or indirectly from any relationship with any person employed by any company that QASA has dealings with, where such person was introduced to the Member, Associate Member, Office Bearer and/or employee of QASA by QASA or where the effective cause of such introduction was the membership, associate membership, office and/or employment as the case may be.

9. EXECUTIVE COMMITTEE

The Executive Committee consists of the Chairperson, Vice-Chairperson, Treasurer and one additional Member of the Management, and will only meet for ad hoc issues of which a report will be issued to the Management. The Executive must consist of at least two (2) Quadriplegics.

- 9.1 The Chairperson shall resign from his or her representation of his or her region and shall occupy this post independent from his or her region.
- 9.2 The region from which the Chairperson is a member shall have the right to nominate a member to the Management Committee to replace that Regions representative position left empty.
- 9.3 The Management and Executive Committee will consist of at least 3 unconnected persons and no single person may directly or indirectly control the decision making powers of QASA.

10. MEETINGS

10.1 ANNUAL GENERAL MEETING

An Annual General Meeting, being an open meeting, shall be held annually within 6 months of the financial year end and written notice of such meeting shall be given to Regional Associations at least 30 days in advance. The Annual General Meeting will not be held in the same region in consecutive years. Minutes of the meeting will be kept at QASA's offices and distributed to the Regional Associations.

10.1.1 QUORUM FOR THE ANNUAL GENERAL MEETING

A quorum for the Annual General Meeting is made up of at least twenty five (25) voting members and 50% of the number of Regional Associations + 1. Should a quorum not be achieved, within one hour of the start of the meeting, the meeting shall adjourn and reconvene after one hour, when those members present shall make up a quorum.

10.2 SPECIAL OR EXTRAORDINARY MEETING

Upon request of a majority of the Regional Associations, or a majority of the Management of QASA, the QASA office shall convene a special or extraordinary meeting stating the reasons for such a meeting. Written notice of such a meeting shall be given to the Regional Associations at least 30 days in advance. Minutes of the meeting will be kept at QASA's offices and distributed to Regional Associations.

10.2.1 QUORUM FOR A SPECIAL OR EXTRAORDINARY MEETING

A quorum for a special or extraordinary meeting is made up of at least twenty five (25) voting members and 50% of the number of Regional Associations + 1. Should a quorum not be achieved, within one hour of the start of the meeting, the meeting shall adjourn and reconvene after one hour, when those members present shall make up a quorum.

10.3 MANAGEMENT MEETING

The management shall meet or hold a telephone conference meeting over and above the Annual General Meeting at least three (3) times a year. Unlike the Annual General Meeting, management meetings are only open to nominated and appointed management members as described in section 8 above. Minutes of the meeting will be kept at QASA's offices and distributed to the Regional Associations.

10.3.1 QUORUM FOR A MANAGEMENT MEETING

A quorum for the management meeting shall be half of the management members from each Regional Association present plus one Regional Association. Should a quorum not be achieved, within one hour of the start of the meeting, the meeting shall adjourn and reconvene after one hour, when those members present shall make up a quorum.

10.3.2 Each representative of a Regional Association on the National Management Committee has the right to vote with one vote only. Should a nominated representative of a Regional Association be unavailable for a QASA Management Meeting, the Regional Association may nominate another representative, provided that a written mandate reaches QASA's office 72 hours prior to the meeting in order to establish the validity of the mandate.

11. FINANCES

11.1 Withdrawal slips and cheques drawn on current, savings and deposit accounts of QASA must be signed by the CEO and at least one of the two Executive members of the Executive Committee and approved by management.

11.2 All financial transactions are to be conducted by means of QASA's bank account from time to time

11.3 The end of QASA's financial year shall be March 31st.

11.4 QASA reserves the right to pay commission within the existing legislation to appointed fund-raisers at a percentage, as determined by the Management from time to time, and provided that when a fund-raiser is employed to raise contributions, the expense (remuneration and/or commission included) shall not amount to more than 40% of the total yield of the funds collected.

11.5 All donations to QASA shall be irrecoverable, and the donor may not impose conditions to any donation which entitle the donor or any person connected to the donor (as contemplated in the Income Tax Act) to obtain any direct or indirect benefit from the application of the donation

11.6 No loans may be granted to individuals however, loans may be granted to Regional Associations.

11.7 No competition, game, scheme, ruling or system, where one or other prize can be won, will be traded or allowed to be traded by QASA or any other person, unless permission has been received beforehand in terms of any other law.

11.8 The Members and Associated Members or office bearers have no right to property or other assets of QASA solely by virtue of their being Members and Associated Members or office bearers.

11.9 QASA is prohibited from directly or indirectly distributing any of its funds to any person (otherwise in the course of an undertaking or public benefit activity) and is required to utilize its funds solely or principally for the aims and goals as stated in Section 3.

11.10 QASA's income and property are not distributable to its Members, Associate Members or office bearers, or any other individuals except as reasonable compensation for services rendered.

11.11 External Auditors are to be appointed at the Annual General Meeting.

12. AMENDMENTS TO THE CONSTITUTION

12.1 The constitution can be amended with the approval of seventy five percent of the members present or present by proxy at an Annual General Meeting or, a special meeting convened for such purpose provided that members receive written notice of the proposed amendment or amendments at least 30 days before such a meeting.

12.2 Amendments to the constitution must be submitted for approval to the NPO Directorate, the Department of Social Development and the Commissioner for the South African Revenue Service. “

13. HONORARY MEMBERS AND PATRONS

QASA has the right to name honorary Members, Associate Members and patrons.

14. ASSETS

A register of all assets, moveable and fixed, must be kept by the QASA office. Assets may only be disposed of as a result of a management decision, and such disposals shall be written up in the assets' register.

15. MEMBERS & ASSOCIATE MEMBERS RESPONSIBILITIES

Members' and Associate Members responsibilities are limited to annual membership fees as determined by QASA from time to time.

16. DISSOLUTION

16.1 QASA may only dissolve during an Annual General Meeting or a special meeting convened for this purpose and where at least 75% of the members present vote for the dissolution. Written notice of such

meeting, together with reasons for the meeting shall be given at least 30 days prior to the meeting to all Regional Associations and individual members.

16.2 Should there be any remaining assets whatsoever at the dissolution of QASA after all the debts and liabilities have been settled, such assets are not divided amongst the members or paid to them, but it must be transferred to a charitable, religious or educational institution within the Republic of South Africa, which is itself exempt from income tax in terms of section 10(1)(f) of the Income Tax Act, with similar aims and objectives and which is also registered in terms of the Non-Profit Organisations Act, 1997 (Act 71 of 1997).

17. INTERPRETATION

- 17.1 Save where the context otherwise requires, singular words shall be deemed to import the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.
- 17.2 In case of doubt or dispute as to the meaning and interpretation of any of the provisions of this Constitution or the rules or by-laws made by the Management Committee from time to time, the decision of the Management Committee shall be binding upon the members of all classes, subject to any resolution of a general meeting of the Association thereon.
- 17.3 Reference to the Income Tax Act or any other Act including inter alia the Non-Profit Organisations Act, the Public Finance Management Act, the Financial Institutions Amendment Act and the Stock Exchanges Control Act, shall, if the applicable Act be replaced by any other statute, be construed as a reference to the statute or statutes from time to time in force and any reference to any provision of those Acts shall be construed as a reference to such provision as modified or re enacted by any statute for the time being in force.

Signed:

Date:

QASA CHAIRPERSON