

THE CAPE TOWN
TRADE UNION
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HUMAN AWARENESS PROGRAMME



ACTION NOTES

NO 6: CONSTITUTIONS



INTRODUCTION

Before an organisation can draw up a constitution, it must decide **WHAT KIND OF ORGANISATION** it wants to be.

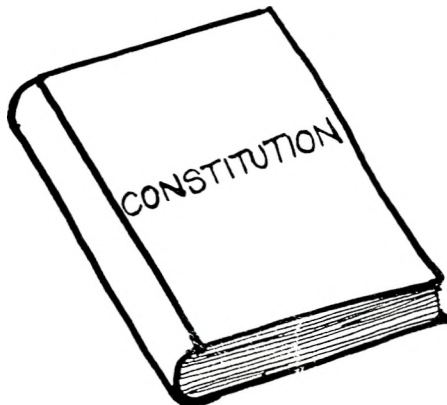
An organisation can be a **LEGALLY CONSTITUTED** organisation which registers with government bodies or it can be an organisation **BY CONSTITUTION ALONE**.

If an organisation makes a profit from selling things or else administers large sums of money, it must be **LEGALLY CONSTITUTED**. Such an organisation would be called a **CLOSED CORPORATION** or a **TRUST FUND**.

If you want to write such a constitution, you should consult a lawyer for advice.

Organisations such as civic organisations or advice offices are usually organisations **BY CONSTITUTION ALONE**. This means that there is a clause in the constitution which says the organisation has its own personality and that it can be sued or be in debt just like an ordinary person.

This book will help those who want to write constitutions for organisations which are organisations **BY CONSTITUTION ALONE**.



GUIDELINES FOR USING THIS BOOK

What is a constitution?

A constitution is the set of rules and regulations that govern the structures of an organisation and how it should function.

Organisations need clear **RULES** and **GUIDELINES** about their **AIMS** and how they should **FUNCTION**. These aims, rules and guidelines are usually defined in the **CONSTITUTION** of an organisation.

But many organisations do not know how to draw up a constitution.

This book aims to give you the tools to draw up a constitution for your organisation.

There are many different kinds of organisations. A civic organisation in a rural area has different needs and ways of doing things from a service organisation in a large city.

Because organisations are so different, this book can only give you basic guidelines on how to draw up a constitution. Using this book will help you draw up a constitution that works for **YOUR** organisation.

We have used the main examples of two fictitious organisations - a Youth Congress and an Advice Office - to illustrate how constitutions can be written.

However, we have also used at times, the example of other organisations, such as a union or a women's group to show what different forms constitutions can take.

There is nothing in law which demands that certain things have to be written into a constitution. Essentially, a constitution is a contract or agreement amongst all the members of the organisation. The only legal requirements are that it is a reasonable contract and that it does not go against other established laws.

It is therefore not necessary to use formal language in writing a constitution. It can be written in ordinary simple language that members can understand.

In a democratic organisation, members work together to draw up a constitution, once they are clear about the aims and objectives of the organisation and how it functions.

This book will give you guidelines on the issues members need to discuss before the organisation finalises its constitution.



WHY DO ORGANISATIONS NEED CONSTITUTIONS?

Have you ever found in your organisation that people are confused about:

- The role of the organisation?
- The duties of the staff who work full-time for the organisation?
- The duties of Office-bearers, such as the Chairperson or the Treasurer?
- When meetings should be held?
- The function of different meetings - for example the difference between an executive committee meeting and a general meeting?
- How to make decisions in meetings?
- How finances should be controlled?

A constitution can help you with these issues.

Organisations generally grow out of the needs of specific communities or groups. Often organisations are formed to deal with a specific crisis, such as the detention of community leaders. While a detainees' support group can work well on an informal basis, there usually comes a time when such an organisation needs to be more formally established, for example, when it wants to apply for funding or to take legal action.

Similarly a women's group can start up in an informal way, but if it wants to make sure that it operates in a democratic way, it needs to establish clear aims and methods to ensure that the leadership is accountable to its members.

EXAMPLE ONE:

At the beginning of 1989 the students of Thusanane began to discuss the problems at the local school and the problems of black education in general. The situation in the school had reached crisis point. Classrooms were overcrowded with up to 50 pupils in one class. While some of the teachers were sympathetic, others were reactionary. Three of the teachers had been identified as racist in their attitudes and teaching methods. The students were very angry. In the last month, two of the teachers had had their cars damaged and had been threatened by pupils.

Ten of the youth formed a working group. After discussing the crisis, the working group called a general meeting of all the students living in Thusanane.

At that meeting, the students decided to form the Thusanane Students' Congress (TSC).

TSC launched a campaign against the education crisis. They planned a series of events - a march, a publicity campaign and the formation of a solidarity committee. Sub-committees were formed to deal with each event.

At first the general meetings were confused with everyone trying to talk at once. There were arguments about whether the sub-committees could make decisions or whether they had to wait for a general meeting to get a mandate from the general membership of the Students' Congress.

The working group developed guidelines on how to make the meetings more constructive, such as:

- The meeting would elect a member of the working group to chair the meeting.
- Members would have to put up their hands if they wanted to talk.

- Other people had to listen when someone was speaking.
- No speaker could dominate discussion by speaking for more than five minutes at a time.

After that things went better.

During the campaign, the TSC learnt many things about how organisations work - things such as giving out meeting notices on time, and making sure that the sub-committees reported regularly on their proposals for action.

Two months later, the Students' Congress won a major victory in that the three racist teachers were transferred to another area.



But the working group realised that the crisis was far from over. Classrooms were still overcrowded and facilities were very bad.

There were clearly many battles ahead. The TSC realised that the time had come for it to become more structured and democratic.

Up until then, the general meetings had been chaired by a member of the working group. There was no-one taking

proper minutes of meetings, so there was disagreement at times about what had been decided at general meetings.

Some of the members of the TSC accused the working group of taking decisions for the general membership.

A general meeting was held to discuss the matter. It was decided that the members should draw up a constitution so that the TSC would be more democratic and more effective.

They believed a constitution would give members rules and guidelines in running the organisation.

EXAMPLE TWO:

In 1989 the Emthunzini Civic Organisation decided that there was a need for an Advice Office in the area. They set up the Emthunzini Advice Office (EAO) and employed two full-time advice office workers to run it. Members of the Emthunzini Civic Organisation also helped out when they could.

The Emthunzini Civic Organisation appointed an Advice Office Committee to supervise the running of the Advice Office and to ensure that the Advice Office was accountable to the general membership of the Civic Organisation.



After the Advice Office had been open for three months, there were problems about the control of finances. It was also unclear what the responsibilities of the staff who worked in the office were. When the Advice Office sent a letter to an organisation asking for funds, the organisation asked them to send a copy of their constitution with their application for funds.

The Emthunzini Civic Organisation decided to appoint a sub-committee to draw up a constitution for the Advice Office.

Both the Thusanane Students' Congress and the Emthunzini Advice Office reached a point where they realised they needed written rules and guidelines about how they should work - rules and guidelines that everyone in the organisation had to obey. They decided they needed to draw up a constitution.

How did they go about doing this?



Summary

Organisations need constitutions so that people are clear about:

- *The aims of the organisation.**
- * The organisation's structure.**
- *How the organisation works.**
- *The duties of each member.**
- *The duties of the elected leadership.**

WHAT ARE THE MAIN ELEMENTS IN A CONSTITUTION?

Most constitutions contain the following information:

- 1. Name of the Organisation**
- 2. Legal Status**
- 3. Aims and Objectives**
- 4. Membership**
- 5. Structures and Decision-making**
- 6. Meeting Procedure**
- 7. Election Of Office-bearers**
- 8. Staff/Employees**
- 9. Discipline**
- 10. Financial Control**
- 11. Affiliation**
- 12. Amendments to the Constitution**
- 13. Dissolution.**

1. NAME

This clause tells us the full name and abbreviation of the organisation, and what kind of organisation it is eg. a local civic organisation, a national women's organisation, an alliance of organisations or a political party.

Let's look at what TSC put in their constitution:

1. Name

The name of the organisation shall be the Thusanane Students' Congress (TSC).

2. LEGAL STATUS

It is advisable for an organisation to insert a clause into its constitution defining its legal status. By giving an organisation a particular legal status, the organisation is separated from the people who are its members.

This means that the organisation will continue to exist even if its leadership is detained or its membership grows smaller. It also means that the organisation can sue other organisations or individuals and can itself be sued, but the people in the organisation are not held responsible.

The TSC said:

2. Legal Status

The TSC is a legal entity with a legal personality independent from those of its members and which is capable of suing and being sued in its own name. The members of the TSC are therefore not liable for the debts and obligations of the TSC.

3. AIMS AND OBJECTIVES

The aims and objectives generally outline the purpose for which the organisation was formed and what it intends to do.

The aims and objectives in most constitutions are made up of
(a) the organisation's immediate goals and
(b) the organisation's broader political or social vision.

Organisations often have similar broad political or social visions.

For example, a student organisation, a union or a women's group can all have similar long-term visions ie. to work towards a united, non-racial and democratic South Africa. However each organisation will have different **SPECIFIC** goals. For example, the focus of a student organisation would be:

- To organise and mobilise students to resist Bantu Education.
- To fight for proper educational facilities at all schools.
- To campaign for "People's Education".

A union's immediate goals might be:

- To organise, for example, transport workers.
- To campaign for a living wage.
- To fight racial and sexual discrimination at the workplace.
- To campaign against attempts to privatise the transport industry.

A women's group might aim:

- To mobilise women to become actively involved in organisations of the Mass Democratic Movement.
- To develop the leadership of women in rural and urban organisations.

The Aims and Objectives of the Thusanane Students' Congress were:

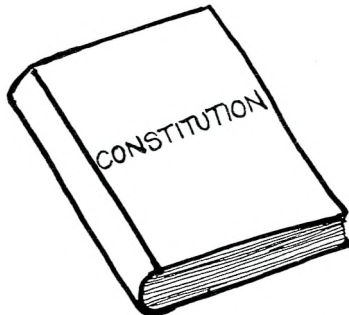
3. Aims and Objectives

- 3.1 To campaign for better education facilities in Thusanane.
- 3.2 To resist Bantu Education and all attempts to indoctrinate students.
- 3.3 To work with other democratic and progressive organisations in joint campaigns which are in the interests of the people of Thusanane.
- 3.4 To work towards People's Education and a democratic and non-racial South Africa.

The Emthunzini Advice Office's Aims and Objectives were:

3. Aims and Objectives

- 3.1 To serve the needs of all people living in Emthunzini by running an efficient and effective advice office.
- 3.2 To work in conjunction with lawyers and other service organisations in addressing the problems of residents.
- 3.3 Where necessary to negotiate with the local town council, to improve the living conditions and the public facilities in the Emthunzini area.
- 3.4 To fight for a democratic, non-racial South Africa.
- 3.5 To work with other advice offices who share similar aims and objectives.



Some organisations also include a section in their constitution outlining their area of operation - whether they are a local, regional, provincial or national organisation.

For example, TSC said:

Area of Operation

The TSC is a local students' organisation drawing its members from the Thusanane township. However it may choose to work with other organisations/youth groups, where it decides that such joint projects are in the interests of the students it represents.

4. MEMBERSHIP

This section of a constitution defines membership of the organisation in terms of:

- (a) who may join and how to join.
- (b) the duties and privileges of members.
- (c) what the membership fees are.

For example:

- A local women's group may limit membership to all women living in a particular area.
- A union usually defines membership in terms of workers working in a particular industry eg. the chemical/mining/food and canning industry.
- However a detainees' support group might be open to all persons who support its Aims and Objectives.

TSC's clause on membership looked like this:

4. Membership

- 4.1 Membership is open to all students living in Thusanane who support the aims and objectives of TSC and agree to work within its rules and guidelines.
- 4.2 Members must apply to join TSC by filling out and signing official TSC membership forms.
- 4.3 Members shall pay a subscription fee of R 2 per month.
- 4.4 Any member who does not pay subscriptions for a period of three months, without providing a valid reason to the Executive Committee shall cease to be a member of TSC.

Why did TSC put in these clauses under **Membership**?

TSC wanted proof of membership for organisational and financial control, so it asked members to sign official TSC membership forms. TSC realised that if it had to fight battles with the local school and the Department of Education and Training, it would have to prove that TSC represented the majority of students living in Thusanane. Subscriptions provided proof of membership, as well as making the organisation financially self-sufficient.

The Emthunzini Advice Office did not have a section on membership in its constitution. This was because it was not a membership-based organisation. Its activities were supervised by the Advice Office Committee who appointed trained Advice Office workers to deal with the problems the community faced.



5. STRUCTURES AND DECISION-MAKING

An organisation's structure is one of the most important aspects of a constitution.

Structures build in accountability to the membership of the organisation by its leaders. This means that the leaders, once elected, cannot do just as they please. They have to consult and get a mandate from members. They are elected to carry out the wishes of the membership and not to act as individuals or as a clique working on their own.

In essence, this means that the members must always control the direction and activities of the organisation.

A constitution should define the different levels of the organisational structure. It should tell us:

- What structures exist.
- How they are formed/elected/employed.
- What powers and duties each level has.
- To whom they are accountable.

Most mass-based organisations have at least some of the following kinds of structures:

- General meetings, including an Annual General Meeting (AGM) where members make decisions.
- An Executive Committee mandated to run the organisation from meeting to meeting. Executive Committees normally have a number of portfolios, such as a Chairperson, a Vice-Chairperson, Secretary and Treasurer.
- Sub-committees where ordinary activists can do the work of the organisation eg. recruit members, organise media and run campaigns.
- Employees eg. Organisers/Office workers/Administrators.

The structure of a large national organisation such as a union or a national students' organisation is generally more complex. A union normally comprises:

- A National Congress
- A National Executive Committee
- A Regional Congress
- A Regional Executive Committee
- A Branch Congress
- A Branch Executive Committee

Branch Congresses are usually made up of Shop Stewards elected to represent the workers at each factory or workplace.

Some unions also have Local Shop Steward Councils which are made up of all the Shop Stewards living in a particular township or area

Service Organisations or Advice Offices which do not have members and are run by employees/Advice Office workers, may have a controlling body as well as structures within the staff employed. For example, a Management Committee may meet monthly to decide policy and to control the finances of the organisation, while the staff of the organisation may meet once a week or once every fortnight.



A Management Committee can be made up of persons from:

- * A particular community eg. the Management Committee of a resource centre in a rural area can be made up of leaders in that community.
- * A particular interest group eg. a Health Organisation's Management Committee could be made up of doctors, health care workers and leaders in the community who are interested in Health.
- * A particular political alliance eg. a service organisation in an urban area could have a Management Committee comprised of a number of people from different organisations within the Mass Democratic Movement.

Constitutions generally state how each structure should operate eg. the notice period necessary for meetings as well as the quorum required.

A notice period is the period of time before meetings that notices should be sent out and received by members. A quorum is the minimum number of members needed to make a meeting constitutional.

Most small local organisations have a fairly simple structure. For example TSC's structure looks like this:

5. Structure

5.1 ANNUAL GENERAL MEETING (AGM)

Annual General Meetings will be held once a year.

5.1.1 Notice Period

Notices, together with a written agenda, must be given or sent to members at least three weeks before an AGM.

5.1.2 Quorum

A quorum for an AGM and for general meetings shall mean that at least 50 percent or half of the general membership are present.

5.1.3 Powers and Duties

The powers and duties of an Annual General Meeting shall be:

- (a) To approve the planned projects and campaigns of the TSC.
- (b) To approve all financial statements.
- (c) To approve the appointment of all full-time staff.
- (d) To change or amend, where necessary, the aims of TSC or its established methods of operating.

5.2 GENERAL MEETINGS

General Meetings will be held at least once every 3 months. However, the Executive Committee can decide to call additional meetings where necessary.

5.2.1 Notice Period

Notices, together with a written agenda, must be given or sent to members at least two weeks before a general meeting.

5.2.2 Quorum

The quorum of a general meeting shall be at least 50 percent or half of the general membership.

5.2.3 Powers and duties

The powers and duties of a general meeting shall be to discuss and decide on how to implement projects and campaigns; to discuss and approve financial statements and the appointment of staff in between Annual General Meetings; and to debate and decide on all issues brought forward by the general membership or the Executive Committee.

5.3 EXECUTIVE COMMITTEE MEETINGS

Executive Committee Meetings will be held at least once every two weeks.

5.3.1 Quorum

A quorum for Exco meetings shall be at least 50 percent or half of the Exco members.

5.3.2 Composition

The Executive Committee shall be made up of:

The Chairperson

The Vice-Chairperson

The Secretary

The Treasurer

Two additional Executive Committee members.

5.3.3 Powers and Duties

The powers and duties of the Executive Committee shall be:

(a) To admit or refuse applications for membership, with the understanding that a member may appeal to a general meeting should his or her application be refused by the Executive Committee.

(b) To set up sub-committees where necessary and to allocate clear tasks to it, as well as a time-limit by which it must report back to the Exco on its progress.

(c) To plan the activities of the organisation in accordance with TSC's Aims and Objectives and in consultation with general meetings of members.

(d) To ensure that discipline is carried out.

(See Section 7)

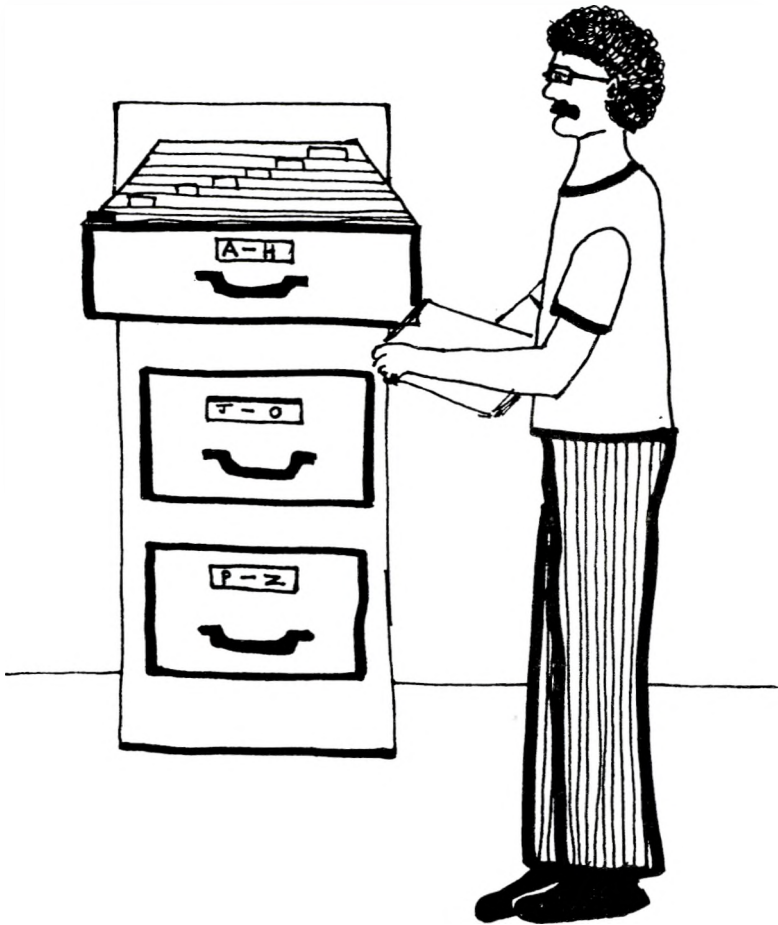
(e) To try and settle disputes between members and resolve any conflict within the organisation.

(f) To appoint or dismiss full-time staff.

(g) To administer the finances of the TSC.

This includes opening a bank account in the name of the TSC; defining clear duties to the Treasurer regarding regular financial statements and authorising the rental of offices and the purchase of equipment.

- (h) To approve the annual audited financial statement of the organisation and submit this to the AGM.
- (i) To investigate legal assistance, where necessary.
- (j) To fill the vacancies of Office-bearers between AGMs where such vacancies occur, for example where an Office-bearer decides to resign due to other commitments or because of ill-health.



6. MEETING PROCEDURE

There are a number of useful guidelines which can be written into a constitution to make meetings more constructive and effective.

The Emthunzini Advice Office's constitution's clauses on meeting procedure said:

6. Meeting Procedure

- 6.1 The Chairperson shall chair all meetings, or in his or her absence, this shall be done by the Vice-Chairperson. Where both are absent, the meeting shall elect a Chairperson to chair the meeting.
- 6.2 Meetings must be run according to the agenda. No additional issues shall be discussed unless the meeting so decides.
- 6.3 Voting will take place by a show of hands, unless otherwise decided.
- 6.4 Where there is an equal number of votes, the Chairperson shall have a second or casting vote.
- 6.5 Minutes of meetings shall be recorded in a minute book. After the minutes of the preceding meeting have been read, they must be approved by two members who were present at that meeting. The Chairperson and Vice-Chairperson shall sign the minute book to indicate that the minutes have been approved, together with the date of the meeting which approved them.

In larger meetings, organisations may decide to vote by using ballot papers, rather than a show of hands.

7. ELECTION OF OFFICE-BEARERS

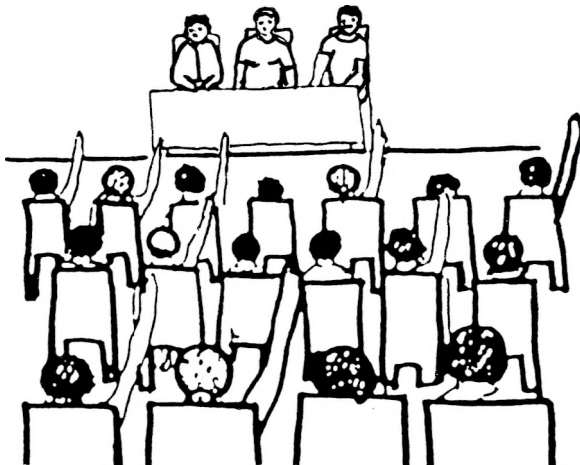
The constitution should define how the leadership or Office-bearers of an organisation are chosen.

There is a difference between electing Office-bearers and appointing staff. When full-time staff are appointed, a body such as the Executive Committee, Management Committee or Advice Office Committee, can be mandated to interview applicants for the position and to appoint the most suitable candidate.

Office-bearers are generally **ELECTED** to their positions. This means that the membership (or delegates elected to represent members) votes for the people they wish to see serving on the Executive Committee, Management Committee or Advice Office Committee.

In mass-based organisations, Office-bearers are usually elected at a general meeting or AGM of members eg. the Executive Committee of a civic organisation or Students Congress is elected at an AGM or a general meeting.

In larger national organisations, elections normally take place at a Branch, Regional and National level. Members elect delegates to represent them at each level.



For example, the Office-bearers of a political alliance made up of a number of different organisations, would be elected at a local/Branch level by a General Council comprised of mandated representatives from all affiliated organisations. At a regional level, mandated regional representatives would vote and at a national level, mandated national representatives would vote for the National leadership. In a national union, delegates vote for the Branch, Regional and National Executive Committees at Branch, Regional and National Congresses.

Elections can either take place by a show of hands or by using voting papers (normally called ballot papers).

In the case of the Emthunzini Advice Office they decided to use a show of hands. Their constitution says:

7. Election of Office Bearers

- 7.1 Election of Office-Bearers serving on the Advice Office Committee shall take place at an Annual General Meeting (AGM). Where vacancies occur between Annual General Meetings, members of the Advice Office Committee will be appointed by the Executive Committee of the Civic Organisation.
- 7.2 Each position on the Advice Office Committee shall be nominated and seconded by a member.
- 7.3 A person may be nominated for more than one position. A person may also decline a nomination.
- 7.4 Once all nominations have been received, the Chairperson shall announce the nominations received for each position.
- 7.5 Voting for each position shall then take place by show of hands.
- 7.6 Once voting has been completed, the Chairperson shall announce the results. If there is only one person nominated for a position, the Chairperson shall announce that that person has been elected unopposed.

TSC's clauses on the election of Office-bearers were similar to those of the EAO, but in the case of the TSC, Office-bearers were elected by ballot:

7. Election of Office-Bearers

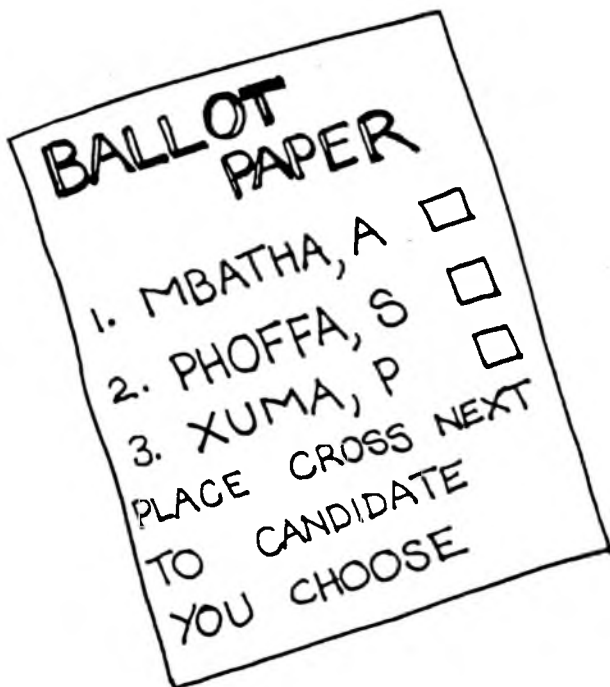
- 7.1 Office-bearers serving on the Executive Committee shall be elected at every Annual General Meeting. Office-bearers will hold office for a period of a year. Where vacancies occur between Annual General Meetings, elections shall take place at general meetings.
- 7.2 Each candidate shall be nominated and seconded by means of nomination forms provided at the start of the Annual General Meeting. The Chairperson shall announce at the opening of the meeting that all nomination forms have to be handed in.
- 7.5 Voting for each position shall take place on ballot papers distributed to members. The Executive Committee will appoint people to collect ballot papers once members have completed voting as well as scrutineers who will supervise the counting of the ballot papers while the meeting continues.
- 7.6 Once the ballot papers have been counted, the Chairperson will announce the results. If there is only one person nominated for a position, the Chairperson shall announce that that person has been elected unopposed. Where there is no nomination for a position, a fresh election for that particular position shall be held at a forthcoming general meeting.

TSC chose to have a more formal procedure for the election of Office-bearers because its general meetings were large .

At most of the general meetings there were 250-300 members.

This made it difficult for the Chairperson to control the nomination of candidates and voting by show of hands.

For this reason TSC chose to use nomination forms and ballot papers.



8. STAFF/EMPLOYEES

Where an organisation does employ staff, the constitution must say:

- How people are appointed.
- What positions they hold.
- What their duties are.
- To whom they are accountable.

Some organisations, like a Detainees' support group do not have enough money to employ full-time staff and the work of the organisation is done by volunteers.

The Emthunzini Advice Office needed full-time staff to run the office. The Emthunzini Advice Office constitution said this about staff:

8. Staff

8.1 The E.A.O. shall employ two full-time paid Advice Office workers. Should the E.A.O. need more staff, such a decision to employ more staff must be recommended by the Advice Office Committee and approved by the Executive Committee of the Civic Organisation.

8.2 The duties and responsibilities of staff shall be determined by the Advice Office Committee. Staff will be required to submit monthly reports on their activities to the Advice Office Committee.

9. DISCIPLINE

Most organisations write into their constitution, clauses which explain what kind of behaviour is expected of members. Usually there is a general statement saying that members may not act in a way which works against the organisation's aims. The constitution may also specify certain behaviour which is unacceptable, such as drinking alcohol or being violent at meetings.

The TSC's constitution says:

9. Discipline

- 9.1 The Executive Committee has the right to investigate the actions or attitude of any member who may have acted against the aims of the organisation. However, a member must also be given notice of a disciplinary hearing, and must have the right to appeal against the outcome of the hearing.
- 9.2 Based on its investigation, the Executive Committee can decide, by a two-thirds majority (at least 6 of its 10 members) to expel or to temporarily suspend a member.
- 9.3 Any decision to expel or suspend a member has to be approved by a general meeting.

Suspension means that a member may not participate in the activities of the organisation or attend meetings for a specified period of time.

10. FINANCIAL CONTROL

The control of finances is very important in any constitution. Financial issues often cause conflict in organisations. Make sure that your organisation makes the procedures for ensuring financial control as thorough as possible.

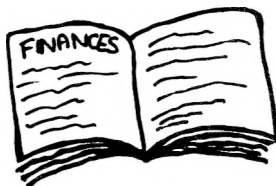
The constitution must define:

- Who controls the money.
- Who can sign cheques.
- How the money may be spent.
- How often financial reports should be drawn up.
- Whether audited financial statements need to be submitted to an AGM.

Although the Treasurer keeps a record of all income and expenditure and prepares financial statements which must be approved, it is advisable to have an independent trained accountant examine all the financial records of the organisation once a year. The report produced by the accountant is called an audited statement. The accountant must indicate if and where there are any problems in the financial records.

Each organisation has to decide how many people will be allowed to sign cheques on its behalf.

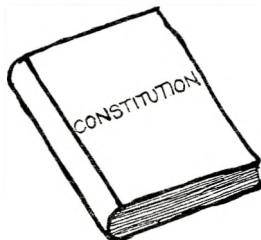
The TSC decided that two people should sign each cheque. Four of the elected Office-bearers who were trusted by the membership of TSC, were chosen as signatories.



TSC decided to have the following clauses on financial control:

10. Financial Control

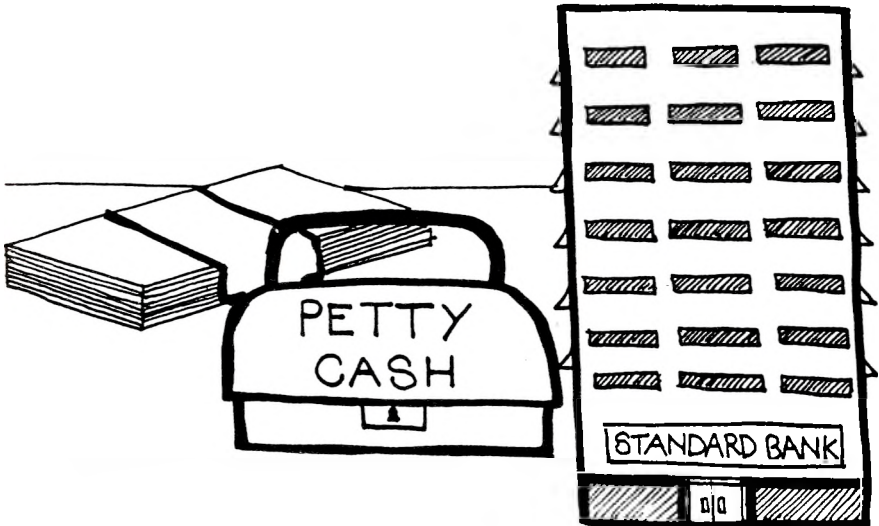
- 10.1 The Treasurer shall be responsible for issuing receipts, following up those people who have not paid their subscriptions and depositing subscriptions into the TSC banking account.
- 10.2 All funds received by TSC shall be deposited within three days into the TSC banking account by the Treasurer and Chairperson or Vice-Chairperson.
- 10.3 All withdrawals from the banking account of over R 100 have to be approved by the Executive Committee.
- 10.4 The Treasurer, together with the Secretary, shall be responsible for producing quarterly financial statements to be approved by the Executive Committee and thereafter a general meeting.
- 10.5 TSC shall appoint the Chairperson, Vice-Chairperson, Secretary and Treasurer as the only lawful signatories of all TSC cheques. At least two signatories shall be required for each cheque.
- 10.6 The organisation's financial year shall be from 1 January to 31 December. An audited financial statement shall be presented at every Annual General Meeting for consideration and approval.



The Emthunzini Advice Office clauses on financial control were similar to TSC's. They excluded clauses on subscriptions, but included all the remaining clauses with minor changes:

10. Financial Control

- 10.1 All funds received by the EAO shall be deposited into the bank account within three days by an Advice Office worker, together with the Treasurer and or Secretary.
- 10.2 All withdrawals from the banking account over R 200 have to be approved by the Advice Office Committee.
- 10.3 Emthunzini Advice Office workers, in consultation with the Treasurer and Secretary, shall be responsible for producing quarterly financial statements to the Advice Office Committee.



11. AFFILIATION

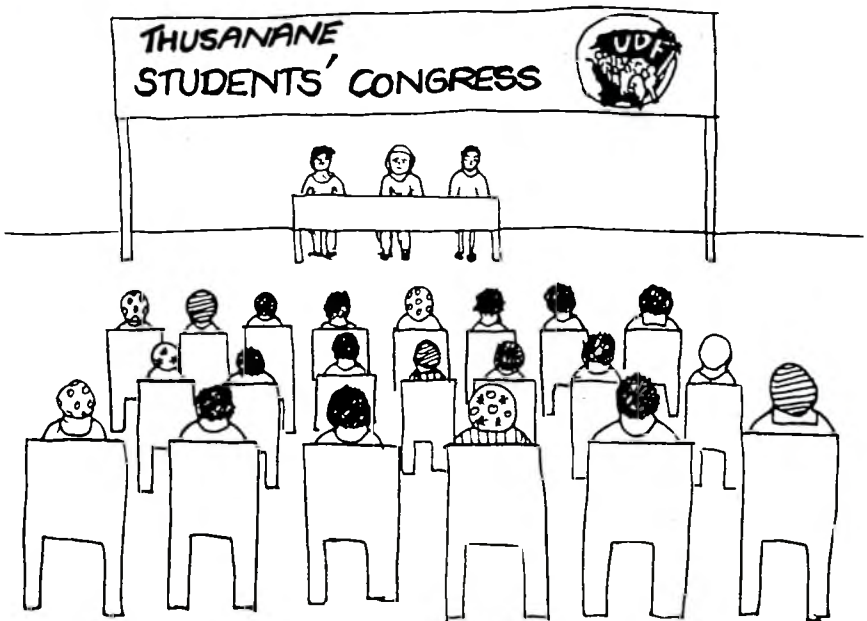
Some organisations decide to affiliate to larger national organisations which reflect their aims and objectives.

TSC, for example, affiliated to the United Democratic Front (UDF).

The TSC constitution stated:

11. Affiliation

The TSC is an affiliate of the United Democratic Front (UDF). The TSC accordingly agrees to abide by all the rules and regulations of the UDF and to work together with other affiliates to strengthen the UDF in its region.



The Emthunzini Advice Office decided to affiliate to a co-ordinating body of Advice Offices - the Transvaal Advice Office Forum (TAOF).

The EAO constitution said:

11. Affiliation

The Emthunzini Advice Office is an affiliate of the Transvaal Advice Office Forum (TAOF). The EAO agrees to work together with other Advice Offices in the region in order to strengthen TAOF and where approved by the Advice Office Committee, to share its skills and resources with other Advice Offices.

12. AMENDMENTS TO THE CONSTITUTION

Any constitution can be changed (amended) where needed. Sections can be deleted or added to or re-worded. Most constitutions say that changes can only take place when two-thirds (66 percent) of a general meeting votes in favour of the amendment. This means that the person/people who want to change the constitution, have to propose an amendment. A seconder has to agree with the change and the proposed amendment is then voted on at a general meeting.

In a membership organisation, especially a large one, it is far better for the member to forward his/her proposed amendment in writing. This can be circulated to members before the general meeting.

This gives members the chance to think about the matter before the meeting.

TSC's constitution states:

12. Amendments to the Constitution

- 12.1 The Constitution can only be amended by a two-thirds majority of a general meeting.
- 12.2 Any member wishing to propose an amendment, must inform the Secretary in writing of the proposed amendment so that the item can be placed on the agenda of a general meeting.

In the case of the Emthunzini Advice Office, it was often difficult to hold general meetings of the Emthunzini Civic Organisation. For this reason the EAO constitution said:

12. Amendments to the Constitution

- 12.1 Wherever possible the constitution shall only be amended by a two-thirds majority of a general meeting of the Emthunzini Civic organisation, to whom the Advice Office is accountable.
- However where general meetings cannot take place, the amendment shall be discussed and approved by the Advice Office Committee and thereafter reported to the Executive Committee of the Civic Organisation for its final consideration and approval.



13. DISSOLUTION

Every constitution has a clause on dissolution. This explains what must be done when members want to dissolve the organisation.

The clause on dissolution should say:

- What percentage of the membership need to vote in favour of dissolution (normally 66% or 75%).
- How the decision must be taken.
- What happens to the organisation's assets once it is dissolved.

TSC said:

13. Dissolution

13.1 In the event of dissolution, at least three quarters of a representative general meeting must vote in favour of dissolving the TSC and must nominate at least one organisation having similar aims and objects as the TSC to receive the balance of the assets of the TSC.

13.2 Should such a decision be taken, the TSC shall appoint a liquidator to wind up the affairs and financial assets of the organisation.

13.3 The liquidator, under the supervision of a lawyer, will be responsible for distributing the funds and assets amongst one or more organisations nominated by the general meeting having similar aims and objects as the TSC.

The Emthunzini Advice Office constitution said:

13. Dissolution

- 13.1 The Advice Office Committee must recommend the dissolution of the Advice Office before any action to dissolve can be taken. Wherever possible the Advice Office Committee should present the recommendation to a general meeting of the Civic Organisation, or alternatively to a meeting of the Executive Committee. The proposed dissolution shall also be reported to the Transvaal Advice Office Forum (TAOF).
- 13.2 Should such a decision be taken, the Emthunzini Civic Organisation shall appoint a liquidator to wind up the affairs and financial assets of the Advice Office.
- 13.3 The appointed liquidator shall liaise with the Transvaal Advice Office Forum regarding the dissolution of assets and resources.



HOW DO CONSTITUTIONS GET DRAWN UP AND APPROVED?

Before an organisation embarks on writing a constitution, it must be clear about:

- Why the organisation exists ie. its aims and objectives.
- How the organisation works - its policies, principles and strategies.

Such issues have to be discussed and then applied in practice to check whether they are appropriate. This means that an organisation can be in existence for some time before it is ready to finalise its constitution.

Only after such issues have been agreed on, will an organisation be ready to elect a sub-committee to draw up a draft constitution.

When the sub-committee has drawn up the draft constitution, and discussed it with the various structures of the organisation (and where possible consulted a lawyer/someone with legal knowledge), it is finally presented to the highest decision-making structure for approval and adoption.

In organisations which have members, the highest decision-making structure is usually a general meeting of members. In the case of service organisations, trust funds or organisations which are not operating under the mandate of a civic organisation, the highest decision-making body is usually some form of controlling committee. This could be an Executive Committee, a Management Committee or a Board of Trustees.

The final decision-making body goes through the constitution clause by clause.

Straightforward clauses are usually approved immediately. More complicated clauses need to be discussed. Eventually they may be approved, amended (changed) or scrapped.

Once the constitution has been approved, copies are made for each committee member. If a membership organisation can afford it, a copy should be given to each member. If this is too expensive, copies of the constitution can be kept at a local meeting place or Advice Office, so that members can easily refer to it. All members should be informed about where they can read a copy of the constitution.

It is useful for potential members to read the constitution before they join the organisation. Sometimes members of other organisations may wish to see a copy of the constitution to find out what the organisation stands for and how it operates. When organisations fundraise, a copy of their constitution usually has to be sent together with the written request for funds.

The Human Awareness Programme has produced a book called **FUNDRAISING** in the Series **HOW ORGANISATIONS WORK**. This will assist organisations who wish to know more about fundraising.



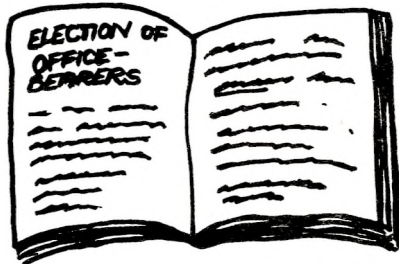
CONCLUSION

We hope you have found these guidelines useful in discussing your organisation's constitution.

As you will notice from the two main examples used in this book, as well as others used to illustrate specific points - no two organisations are the same. So no two constitutions will be the same.

A constitution is not a fixed document and can be amended if the needs or aims of the organisation change. The rules and guidelines of the constitution allow the ordinary members to influence the organisation and to solve problems that may arise. However it should always be remembered that constitutional changes have to be approved by the organisation's highest decision-making body.

Not every detail of how an organisation works can be written into the constitution. But by drawing up a clear constitution, you will be helping both the members and the leadership of your organisation to work together more effectively.



Checklist

Decide what kind of organisation you are writing a constitution for. If the organisation administers large sums of money or makes a profit from selling things, you need to consult a lawyer.

Discuss the aims and objectives of your organisation, what structures exist or should exist and how you wish to see the organisation function. In discussing these issues, use the following guidelines:

1. NAME

Write the full name and abbreviation of the organisation and what kind of organisation it is eg. whether it is local, regional or national and whether it represents women, students, youth or civic members.

2. LEGAL STATUS

Insert a clause defining the organisation's legal status and indicating that the members/staff are not liable for the debts and obligations of the organisation.

3. AIMS AND OBJECTIVES

Define:

- (a) the organisation's immediate goals &
- (b) the organisation's broader political and social vision.

4. MEMBERSHIP

Discuss:

- (a) who may join.
- (b) how to join eg by filling out membership forms.
- (c) the duties and privileges of members eg that they must support the organisation's aims and objectives.

(d) what the membership subscription fees are eg R3 per month.

(e) what happens if members do not pay their subscriptions for a certain period, without providing a valid reason to a controlling body such as an Executive Committee eg they can cease to become members of the organisation.

4. STRUCTURES AND DECISION-MAKING

Discuss and write:

(a) what structures exist eg

An AGM.

General Meetings.

An Executive Committee/
Management Committee.

Sub-Committees.

A Staff Committee.

National Structures.

Regional Structures.

Branch Structures.

Local Structures.

(b) the notice-period required for certain meetings.

(c) what quorum is needed to make meetings constitutional.

(d) what portfolios certain structures have eg positions on the Executive Committee/Management Committee.

(e) what powers and duties each structure has.

6. MEETING PROCEDURE

Discuss and write:

(a) who will chair meetings.

(b) how the agenda will be adhered to.

(c) how voting will take place.

(d) how minutes are recorded, read and approved.

7. ELECTION OF OFFICE-BEARERS

Discuss and write:

- (a) at which structure/level Office-bearers are elected.
- (b) how Office-bearers are elected eg by verbal nomination and show of hands or by nomination forms and ballot papers.
- (c) how the results of the voting procedure are announced.
- (d) how vacancies are filled.

8. STAFF

Where an organisation does employ staff, it must say:

- (a) how staff are appointed.
- (b) what positions they hold.
- (c) what their duties are.
- (d) to whom they are accountable and how they report on their tasks and activities.

9. DISCIPLINE

Discuss and write:

- (a) what kind of behaviour is expected of members.
- (b) what kind of behaviour is unacceptable.
- (c) how an investigation or disciplinary hearing is instituted.
- (d) how members may be disciplined.

10. FINANCIAL CONTROL

Discuss and write:

- (a) who is responsible for keeping records of all financial income and expenditure.
- (b) to whom that person is accountable eg an Executive or Management Committee.
- (c) who can sign cheques.
- (d) how often money has to be banked and by whom.

(e) who has to approve withdrawals from the organisation's account beyond a certain limit eg R 100.

(f) who is responsible for drawing up financial statements.

(g) how often these have to be submitted to a controlling structure.

(g) when the organisation's financial year will begin and end.

(h) whether audited statements are necessary and when and to whom they are submitted eg once a year to an AGM.

11. AFFILIATION

State:

(a) to whom the organisation is affiliated.

(b) what responsibilities/duties this carries.

12. AMENDMENTS TO THE CONSTITUTION

Discuss and write:

(a) what percentage of the membership is needed to vote in favour of amending the constitution.

(b) how a member or members wishing to propose an amendment must notify the relevant structure.

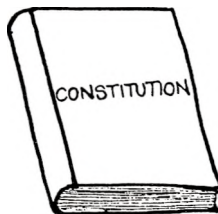
13. DISSOLUTION

Discuss and write:

(a) what percentage of the membership is needed to vote in favour of dissolving the organisation.

(b) what decision must be taken with regard to the organisation's assets.

(c) the appointment and duties of a liquidator.



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