

**CONSTITUTION OF THE INSTITUTE FOR THE PROMOTION OF DISABLED
MANPOWER (IPDM)**

NPO 0003-129



1. INTERPRETATION OF THE CONSTITUTION:

1.1 In this Constitution unless there is something inconsistent in the subject or context:

- 1.1.1. **IPDM** means a registered Non-Profit Organisation that consists of Individuals, groups, organizations and corporates who identify with the aims of IPDM
- 1.1.2. **Board member** means a member of the Board of IPDM appointed or elected pursuant to this Constitution, including ex-officio members;
- 1.1.3. **Constitution** means the Constitution of IPDM as amended from time to time;
- 1.1.4. **Day** means any day, not being a Saturday, Sunday or public holiday.
- 1.1.5. **Ex-officio member** means a staff member who is deemed a member of a structure by virtue of his/her appointment;
- 1.1.6. **Financial year** means the financial year of IPDM beginning on 1 April and ending on 31 March or such period as may be prescribed by IPDM in a General Meeting;
- 1.1.7. **General Meeting** means a meeting of all the registered Members held in accordance with this Constitution;
- 1.1.8. **In writing** or **written** includes printing, typing and any other mode of reproducing words in visible form, including electronic communication;

- 1.1.9. **Majority vote** means 50% plus 1 of the members voting at a properly constituted meeting;
- 1.1.10. **Member** means a person admitted as a member of IPDM pursuant to clause 5;
- 1.1.11. **Month** means calendar month;
- 1.1.12. **Organisation** means IPDM as defined in this Constitution;
- 1.1.13. **Clause** means a rule or provision of this Constitution;
- 1.1.14. **Secretary** means any person appointed to perform the duties of a secretary to IPDM and if more than one person is appointed, any one or more of such persons;
- 1.1.15. **Law** means South Africa Law including any modification, amendment or re-enactment for the time being in force and a reference in this Constitution to a provision of the Law includes any modification, amendment or re-enactment of that provision;
- 1.1.16. **Executive Committee**, means members elected in accordance with this Constitution;
- 1.1.17. **Register** means the register of Members kept pursuant to the Law and accepted governance practices of non-profit organisations;
- 1.1.18. **Target population** means persons with disabilities or those who are affected by the condition.

1.2. In this Constitution unless the contrary intention appears:

- 1.2.1. The singular includes the plural and vice versa and words importing a gender include other genders;
- 1.2.2. Words importing natural persons include companies, corporations and public bodies, as the case may require;

- 1.2.3. Words and expressions defined in the Law have the same meaning in this Constitution;
- 1.2.4. Headings are for ease of reference only and do not affect the construction of this Constitution.

1.3. Except so far as the contrary intention appears in these articles

- 1.3.1. An expression has in this Constitution the same meanings as in law; and
- 1.3.2. If an expression is given different meanings for the purposes of different provisions in law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of law, the same meaning as in that provision of law.

2. NAME AND FOUNDATION:

The Name of the Organisation is **The Institute for The Promotion of Disabled Manpower (referred to as IPDM)**

- 2.1. A Non-Profit Organisation with its own legal identity, which is separate from its members. The organisation shall continue to exist even if its members change and may own property, enter into contracts, and sue or be sued in its own name.
- 2.2. IPDM is a national non-profit organisation consisting of individuals, groups and organisations of people throughout the Western Cape Province who identify with the aims of the organisation. Members shall have no rights to the property or assets of IPDM, nor shall they be liable for any claims or actions instituted against the organisation solely by virtue of their membership.
- 2.3. All activities of IPDM shall be carried on in a non-profit manner and with an altruistic or philanthropic intent

2.4. The Vision of IPDM: To promote the economic empowerment of persons with disabilities to secure suitable and sustainable employment.

2.5. The Mission statement: A transformed economy where persons with disabilities are fully supported and included.

3. AREA OF OPERATION AND FUNDRAISING:

3.1. IPDM operates and raises funds within the Western Cape Province in accordance with the provisions of the Non-Profit Organisations Act, Act No. 71 of 1997 (as amended from time to time).

4. OBJECTIVES:

4.1 To serve as a platform for interaction, engagement and information sharing on disability issues specifically on skills development and employment

4.2 To enhance partnerships and relationships with other stakeholders involved in skills development and employment for persons with disabilities

4.3 To share opportunities for skills and employment opportunities to its members with disabilities

4.4 To facilitate quarterly meetings with members for accountability

4.5 To facilitate quarterly capacity building meetings for all members

4.6 To render disability advice services in communities.

5. MEMBERSHIP

5.1 At the sole discretion of the Board the following shall be eligible for membership:

5.1.1 Individuals with and affected by disabilities

5.1.2 Individuals, groups, organisations and corporates who identify with the aims of IPDM

- 5.1.3 IPDM may confer Life Membership upon individuals in recognition of outstanding participation according to specific criteria.
- 5.1.4 IPDM may confer Special Member Status upon individuals who would deem to add fiduciary, strategic and legal value to the organisation. Special Member(s) do not have voting powers.
- 5.1.5 Members shall be requested to pay an annual fee, to be determined by the Board.
- 5.1.6 All staff members of IPDM may choose to become non-voting members of the organisation.

6. CESSATION OF MEMBERSHIP

6.1. A person ceases to be a member if:

- 6.1.1. The member fails to pay his/her annual subscription as determined by the Board for that financial year in terms of clause 5.3 by 1 April; or
- 6.1.2. The member fails to pay the subscription within the extended period if the Board resolves an extension of the time for payment of subscriptions before 1 April of that financial year.
- 6.1.3. A member may at any time resign by giving notice in writing to IPDM and such resignation will take effect from the date on which it is received by IPDM
- 6.1.4. The Board may suspend or terminate the membership of any member if the member:
 - 6.1.5. Wilfully refuses or neglects to comply with any provision of this Constitution or the National Regulations;
 - 6.1.6. Is guilty of conduct which, in the opinion of the Board, is prejudicial to the interests of the organisation; or

6.1.7. Is guilty of conduct that, in the opinion of the Board, is unbecoming of a member.

6.2. The Board may apply clause 6.3 provided that:

6.2.1. The member receives written notice of any allegation in terms of clause 6.3 at least one (1) week before the meeting of the Board at which the allegation is to be considered;

6.2.2. The member may attend the Board meeting for the purpose of answering the allegation or may deliver to IPDM at least twenty-four (24) hours prior to the time of the meeting set out in the notice to the member, an answer to that allegation to be put before the Board at the meeting;

6.2.3. The Board must consider the allegation against the member whether or not the member attends the meeting or delivers a written answer;

6.2.4. Any motion to terminate a member's membership in terms of clause 6.3 requires a majority of a least two thirds of the members of the Board present and voting in favour of the motion; and

6.2.5. The Board must notify the member in writing of its decision and the reasons for such decision.

6.3. In the event of the suspension or withdrawal of membership as described in clauses 6.3 and 6.4 a review process will be conducted by an independent committee who would review written representations by the parties to grant a member a further opportunity to have his/her finding and/or sanction reviewed.

7. MEMBERSHIP NOT ASSIGNABLE

A member does not by reason of his/her membership have the right to assign or transfer the membership to any other person. On any membership ceasing by

death, resignation or otherwise such member's rights as a member terminate forthwith.

8. GENERAL MEETINGS

8.1. Annual General Meetings

- 8.1.1. IPDM will hold a Annual General Meeting once each year on such date and at such place as the Board may determine but within six (6) months after the end of the financial year to:
- 8.1.2. Present a full report of activities, as well as the audited financial statements covering the previous financial year, for approval; and
- 8.1.3. Appoint and Auditor
- 8.1.4. Elect members to serve on the Board
- 8.1.5. Written notice of Annual General Meetings must be sent to members at least twenty-eight (28) days prior to the date of the meeting.
- 8.1.6. An agenda and relevant documents must be made available to members at least twenty-one (21) days before the Annual General Meeting, provided that documentation may be circulated no later than seven (7) days prior to the meeting if approved in writing by the National Board.

8.2 Extraordinary General Meetings

- 8.2.1 An Extraordinary General Meeting shall be convened upon receipt by the Board of a substantiated petition signed by at least fifty one per cent (51%) of the National members or by a majority decision of the National Board.
- 8.2.2 Written notice of Extraordinary General Meetings must be sent to members at least fourteen (14) days before the Extraordinary General Meeting.

8.2.3 An agenda must be made available to members at least fourteen (14) days before the Extraordinary General Meeting and relevant documentation at least seven (7) days before the Extraordinary General Meeting.

8.3 Procedures and Voting Rights at Annual and Extraordinary General Meetings

8.3.1 Any person, as contemplated in Clause 8.1 of this Constitution, may provide his/her vote by means of a written proxy on the prescribed form if that person is unable to attend a meeting.

8.3.2 The Chairperson shall preside at every Annual and Extraordinary General Meeting of IPDM and in his/her absence the Vice-Chairperson.

8.3.3 If neither the Chairperson nor the Vice-Chairperson is present within ten (10) minutes of the time appointed for the holding of such meeting, members present as contemplated in Clause 9.1 shall be entitled to choose one of their members to be Chairperson of such meeting by a simple majority vote. In any such case the member chosen shall herein after be referred to as the Chairperson and hold the rights and privileges described in this Constitution.

8.3.4 The Chairperson of the meeting shall have a deliberative as well as a casting vote.

8.3.5 Minutes of all General Meetings shall be kept and made available to members after each meeting.

8.4 Quorum and voting at Annual and Extraordinary General Meetings

8.4.1 No business shall be transacted at an Annual and/or Extraordinary General Meeting unless a quorum is present at the commencement of such a meeting.

- 8.4.2 A quorum at an AGM shall consist of 50% plus one member eligible to vote at the Meeting and in good standing, provided that more than half of Branches are in attendance.
- 8.4.3 If within thirty (30) minutes from the time appointed for the commencement of the Meeting, a quorum is not present, the meeting shall be dissolved, no business of IPDM shall be conducted and notice shall be given for a second meeting to be held within seven (7) days.
- 8.4.4 Should a quorum not be present at the second meeting, members present shall be deemed to constitute a quorum and the meeting shall proceed.
- 8.4.5 Voting shall be by a show of hands or by secret ballot as may be decided by the Chairperson.
- 8.4.6 Motions shall be carried on a 50% + one (1) majority of those present and entitled to vote, excluding motions regarding constitutional amendments as described in Clause 16 of this Constitution

9 COMPOSITION OF THE BOARD

9.1 The Board shall comprise of:

- 9.1.1 A minimum of seven (7) and a maximum of eleven (11) members in good standing as anticipated in clause 5, elected at the AGM;
- 9.1.2 Individuals, member organisations, groups or corporates are entitled to one (1) vote and shall nominate one (1) person to serve on the Board
- 9.1.3 The Board shall be entitled to secure the attendance of any person(s) it may deem fit at any meeting of the Board in an advisory capacity. Such person(s) shall not be entitled to vote on any issues before the Board.

9.2. Board Election, Term of Office and Vacancies

9.1.1 Board members shall be elected every two years at the Annual General Meeting by the voting members present with due consideration to the principles of self-representation.

9.1.2 All members of the Board will serve a term of two (2) years

9.2 Office Bearers

9.2.1 Office bearers shall be elected by the Board at its first sitting after the Annual General Meeting with due consideration to the principles of self-representation.

9.2.2 To ensure both continuity and rejuvenation office bearers will serve the following terms:

9.2.2.1 Chairperson

9.2.2.2 Vice-Chairperson

9.2.2.3 Treasurer

9.2.3 No member may serve on the Executive Committee for more than two (2) consecutive terms. However, such a member may stand for re-election after a period of one (1) year. Members falling in this category may be invited to attend Board meetings.

9.2.4 The Board shall have the power to fill a vacancy occurring during its term of office, provided that all the provisions contained within Clause 9.1 are met.

9.2.5 The Treasurer shall:

9.2.5.1 Have oversight of the financial management of IPDM

9.2.5.2 Consolidate financial information pertaining to the organisation as a whole;

- 9.2.5.3 Present the audited financial statements together with an overview of the organisational financial position at the AGM;
- 9.2.5.4 Provide financial advice and guidance to the Board and
- 9.2.5.5 Inform members at a general meeting regarding the financial management of the organization

9.3 Powers and roles of the Board: The Board shall:

- 9.3.1 Ensure regular updating of the vision and mission of the organisation and strategic planning in consultation with the whole organisation every three years.
- 9.3.2 Ensure that relevant policies and procedures are developed and adopted to address compliance with legislation, contain risk, improve service delivery standards and ensure good governance.
- 9.3.3 Appoint the Coordinator and determine his/her conditions of service
- 9.3.4 Contract volunteers for service provision and determine the stipend to be paid
- 9.3.5 Ensure that all organisational activities are conducted in accordance with the vision, mission, strategic plan and national policies.
- 9.3.6 Promote the development of groups and services for the target population throughout the Province.
- 9.3.7 Support, guide, assist and, where necessary, intervene to ensure agreed standards of governance, service delivery and operational practices are adhered to.
- 9.3.8 Regularly evaluate the financial management of IPDM
- 9.3.9 Ensure that the Finance policy is applied by the organisation

- 9.3.10 Lay down guidelines with regard to fundraising, engagement of stakeholders, such as funders, government, media, national and international bodies for IPDM.
- 9.3.11 Receive donations, gifts or any other property or assets on behalf of IPDM. Buy, hire, lease or dispose of fixed and moveable property.
- 9.3.12 Open and operate any banking account and to overdraw such accounts up to a limit to be decided upon by such bank and the Board from time to time.
- 9.3.13 Borrow money from any bank or financial institution or enter into loan agreements up to an amount to be decided upon by such bank/financial institution and the Board from time to time.
- 9.3.14 Invest and deal with monies of IPDM not immediately required in the form of investments or securities in such a manner as the Board may determine.
- 9.3.15 Establish special or standing committees to deal with specific matters to assist it in the effective performance of its duties. Such committees must have specified terms of reference, report to the Board and may be dissolved by the Board at any time.
- 9.3.16 Ensure that proper minutes of all the proceedings of all the Board, Executive Committee and sub-committee meetings of IPDM are kept.
- 9.3.17 Enhance the organisation's public standing.
- 9.3.18 Ensure legal and ethical integrity of the organisation
- 9.3.19 Delegate some of its functions and responsibilities to General Meeting.
- 9.3.20 Ensure that at least three persons (being office bearers) will accept fiduciary responsibility for the organisation. Such persons shall not be connected persons in relation to each other and no single person shall directly or indirectly control the decision making powers of the organisation.

9.4 Meetings of the Board

- 9.4.1 The Board shall meet once per month during any financial year. Such meetings may be held in person, via telephone conference or other electronic methods.
- 9.4.2 Written notice shall be given to Board members of a meeting of the Board at least twenty-eight (28) days prior to the date of the meeting.
- 9.4.3 The agenda, accompanied by all relevant documentation, including the minutes of the previous meeting of the Board, shall be circulated to all Board members at least twenty-one (21) days prior to each meeting of the Board.
- 9.4.4 All members of the Board shall be entitled to one (1) vote. In addition to his/her ordinary vote, the Chairperson shall have a casting vote.
- 9.4.5 No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of such a meeting.
- 9.4.6 The personal presence of 50% of the members plus one member shall constitute a quorum. Only members entitled to vote shall be considered in terms of the requirements to form a quorum with non-voting/ex-officio members not considered.
- 9.4.7 Any Board member may provide his/her vote by means of a written proxy on the prescribed form if that person is unable to attend a meeting. Such proxy must be submitted to the Chairperson at least 24 hours prior to the commencement of the meeting, provided that such proxy may be submitted via electronic communication.
- 9.4.8 If a quorum is not present within fifteen (15) minutes from the time appointed for the commencement of the meeting the meeting shall be dissolved and notice given for a second meeting of the Board to be held within seven (7) days.

- 9.4.9 Should a quorum not be present at the second meeting, the members present shall be deemed to constitute a quorum and the meeting shall proceed.
- 9.4.10 The Chairperson shall preside at every meeting of the Board and in his/her absence, the Vice-Chairperson.
- 9.4.11 If neither the Chairperson nor the Vice-Chairperson is present within ten (10) minutes of the time appointed for the commencement of the meeting, the members present shall be entitled to choose of their number as the Meeting Chairperson. In this event, the member so chosen shall thereafter be referred to as the Chairperson.
- 9.4.12 Voting at Board meetings shall be by show of hands or by secret ballot as may be decided by the Chairperson, provided that a verbal vote will be deemed acceptable.
- 9.4.13 All motions shall be carried on a 50% + one (1) majority of those present and entitled to vote.
- 9.4.14 An Extraordinary Board meeting shall be convened within fourteen (14) days after the Chairperson receives a request to convene such a meeting signed by at least five (5) members of the Board or by a majority decision of the Executive Committee.
- 9.4.15 Written notice shall be given to Board members of an Extraordinary Meeting of the Board at least fourteen (14) days prior to the date of the meeting.
- 9.4.16 The agenda, accompanied by all relevant documentation, shall be circulated to all Board members at least seven (7) days prior to an Extraordinary Board meeting.
- 9.4.17 The Coordinator shall act as Secretary to the Board as described in the Regulations.
- 9.4.18 Minutes of all Board meetings shall be kept and made available to members of the Board after each meeting.

10 THE EXECUTIVE COMMITTEE:

10.1 The office bearers shall be elected in accordance with Clause 10.3 with due consideration to the principles of self-representation.

10.2 Composition of Executive Committee

10.2.1 The Executive Committee shall consist of the Chairperson, Vice-Chairperson and Treasurer and at least four (4) other members elected by the Board at the first Board meeting after an Annual General Meeting.

10.2.2 The Coordinator shall be an ex-officio non-voting member of the Executive Committee.

10.2.3 All members excluding office bearers elected by the Board in terms of Clause 10.3 to serve on the Executive Committee will serve for a term of two (2) years and will be eligible for re-election provided that they qualify.

10.2.4 The Chairperson also acts as Chairperson of the Executive Committee and has a casting vote in addition to a deliberative vote.

10.2.5 All other members of the Board have the right to attend any meeting of the Executive Committee.

10.2.6 A quorum at meetings of the Executive Committee shall be constituted by 50% plus one (1) member elected as per clause 10.3.

10.3 General Meetings

10.3.1 General Meetings with all the members of IPDM shall meet at least once every quarter or more dependent on the circumstances.

10.3.2 Members will be given at least ten (20) days written notice of a meeting.

- 10.3.3 The agenda for all meetings shall be sent to members at least seven (7) days prior to each meeting
- 10.3.4 The minutes of the previous General Meeting and all relevant documents pertaining to a meeting shall be made available to all members at least seven (7) days prior to each meeting, provided that the Executive Committee may approve in writing circulation of documentation at a later date if demanded by circumstances.
- 10.3.5 Meetings may be held in person, via telephone conference or other electronic method.
- 10.3.6 The Chairperson has the right to call a meeting of General Meeting to deal with urgent matters by giving twenty-four (24) hours' notice.
- 10.3.7 Decisions of General Meeting shall be made by consensus, failing which, by majority vote.
- 10.3.8 Minutes of all Board meetings shall be kept and made available to members of IPDM after each meeting.

11 TERMINATION OF MEMBERSHIP OF THE BOARD AND/OR EXECUTIVE COMMITTEE:

11.1 The term of office of a Board or Executive Committee member shall be terminated and vacated if:

- 11.1.1 He/she resigns his/her organisational membership;
- 11.1.2 Written notice of resignation from his/her office is received;
- 11.1.3 He/she is absent from two (2) consecutive meetings of the Board without leave of absence given by Chairperson or without good reason acceptable to the Board or Executive Committee;
- 11.1.4 He/she is removed by majority vote of the members of the Board or Executive Committee at a properly constituted meeting for any of the following reasons:

- 11.1.5 Acting in a manner contrary to IPDM's aims and objectives;
 - 11.1.6 Misconduct in terms of any adopted policies, regulations, codes of good practice or the Constitution of IPDM
 - 11.1.7 Failure to disclose a conflict of interest or to recuse him/herself from decision-making processes dealing with a matter in which he/she or an immediate member of his/her family has an interest;
 - 11.1.8 Being unable to perform his/her duties or exercise the required judgment;
 - 11.1.9 Found guilty of any criminal offence, particularly theft, fraud, forgery or an offence under the Prevention and Combating of Corrupt Activities Act, Number 12 of 2004 as amended from time to time);
 - 11.1.10 Bringing IPDM's reputation into disrepute and/or failing to act in the interests of the organisation.
- 11.2 Any member whose membership has been terminated can appeal to the office bearers to have the termination removed. Such an appeal should be accompanied by a detailed motivation of why the member is of the opinion that the termination of his/her membership should not have occurred. The decision of the office bearers will be final.

12 FINANCE

- 12.1 External auditors shall be appointed at the Annual General Meeting and report to the Board.
- 12.2 External auditors shall not serve for a period exceeding five (5) years.
- 12.3 The funds and assets of IPDM shall exclusively be vested in the name of The "Institute for the Promotion of Disabled Manpower" and invested in a registered financial institution.

- 12.4 The financial year shall be from 1 April to 31 March.
- 12.5 The Board shall ensure that IPDM keeps complete records of all income and expenditure and comply with accounting procedures as stipulated in the PFMA and organisational financial policies and procedures.
- 12.6 All payments shall be made by cheque, electronic transfer, petty cash or credit card and only persons designated by the Board may sign cheques or make payments on behalf of the Board
- 12.7 An external audit shall be undertaken annually and Audited Financial Statements for the period in question shall be submitted to members for approval at the AGM.
- 12.8 The Board shall ensure that Audited Financial Reports and Statements are submitted to all Government Departments given the organisation's non-profit status in terms of the Non-Profit Organisations Act, Act No, 71 of 1997, as well as public benefit status in terms of applicable taxation legislation.
- 12.9 Notwithstanding any other provision in this Constitution, any property or income of IPDM shall be utilised solely in the furtherance of its aims and objectives and it shall be prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of payment in good faith of reasonable remuneration to any officer or employee of IPDM for any service actually rendered to it.
- 12.10 No member of the management or staff shall have an interest or benefit from any contract, which the management may conclude with any company or person.
 - 12.11 IPDM shall not have the power to carry out any business in contravention of applicable legislation.
 - 12.12 Funds may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (as amended from time to time), and in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985, Act No. 1 of 1985 (as amended from time to time).

- 12.13 Shares, which has been donated or bequeathed to IPDM, may be held without jeopardizing the organisation's tax-exempt status.
- 12.14 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation other than by way of reasonable remuneration.
- 12.15 No funds will be distributed to any person other than in the course of undertaking any public benefit activity.
- 12.16 The funds of IPDM will be used solely for the objects for which it was established and described in clause 4 of this Constitution.
- 12.17 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act (as amended from time to time); provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 12.18 No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 12.19 No resources will be used, directly or indirectly, to support, advance or oppose any political party.

13 AMENDMENTS TO THE CONSTITUTION

- 13.1 This Constitution may only be amended by a two-thirds majority of votes cast at a duly constituted Annual or Extraordinary General Meeting of IPDM.
- 13.2 Written notice of such a proposal shall reach the members of IPDM not less than sixty (60) days before the duly constituted AGM is scheduled to take place and written notice of the proposal shall be forwarded to all members of IPDM not less than thirty (30) days before the said AGM takes place.
- 13.3 Any amendments to the Constitution shall be submitted to the Commissioner for the South African Revenue Service, the Director of Non-Profit Organisations and all other relevant authorities.
- 13.4 The Board is mandated to develop and amend Regulations, provided that any decisions in this regard are made during a duly constituted meeting of the Board in terms of the requirements detailed in clause 10.5.

14 DISSOLUTION OF IPDM AND DISPOSAL OF ASSETS

- 14.1 IPDM shall only be dissolved as a national organisation at an Extraordinary General Meeting called for that purpose, provided that notice to dissolve the organisation has been given in writing to all Members, at least ninety (90) days before the meeting at which it is to be discussed.
- 14.2 A resolution to dissolve IPDM must be passed by a majority of two-thirds of the votes of Members present in person or by means of a written proxy vote at a meeting of IPDM duly convened for this purpose.
- 14.3 If a motion to dissolve IPDM is passed it shall only become effective after a period of ninety (90) days from the date upon which the resolution has been taken.
- 14.4 Immediate notice of the decision to dissolve IPDM shall be given to the Director of Non-Profit Organisations and all other relevant authorities stating the date from which such decision becomes effective.
- 14.5 Immediately following a decision to dissolve IPDM in terms of this clause, proposals for the disposal of assets shall be considered by the Board.

- 14.6 On dissolution of IPDM the remaining assets shall be transferred to:
- 14.7 A public benefit organisation approved in terms of section 30 of the Income Tax Act (as amended from time to time);
- 14.8 Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Income Tax Act (as amended from time to time) which has as its sole or principal object the carrying on of any public benefit activity; or
- 14.9 Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Income Tax Act (as amended from time to time).
- 14.10 In the event of the inability of IPDM to constitute a meeting to dissolve the organisation in accordance with this Constitution, the Director of Non-Profit Organisations shall dissolve IPDM and for this purpose the Director of Non-Profit Organisations is vested with all the powers in terms of the organisational Constitution and shall dispose of all assets in terms of this Constitution and the aims and objectives of Epilepsy South Africa.

15 INDEMNIFICATION OF MEMBERS

It is agreed that any member of IPDM, the Board, any sub-committee or General Meeting pursuant to any power conferred by IPDM or the Board upon such person shall not be held liable for any of the obligations and liabilities of the organisation solely by virtue of his/her status as member or office bearer.

16 INTERPRETATION OF THE CONSTITUTION AND REGULATIONS:

- 16.1 The Board shall be the final arbiter of all matters affecting IPDM including the interpretation of the Constitution and any questions arising in connection herewith.

16.2 Minutes shall be taken of all decisions of interpretation arrived at from time to time and shall be retained as part of the permanent records of IPDM. Once such a dispute has been resolved, this issue may not be placed in dispute again.

17 PATRON

17.1 IPDM may nominate a patron at an AGM.

17.2 A nomination may be made by any member of IPDM based on extraordinary service to the organisation and/or the target population over a period of at least ten years.

17.3 All nominations must be accepted by the nominees and a motivation circulated to the members together with the agenda of any general meeting where such nomination would be considered.

17.4 The election of a patron requires a two thirds majority of members eligible to vote at a general meeting.

18 HONORARY LEGAL ADVISOR

The Board may designate an Honorary Legal Advisor

Amended and adopted at an Annual General Meeting of IPDM held on _____ and signed on behalf of members by:

Chairperson

Vice Chairperson

Date _____