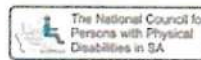




National Council of & for
Persons with Disabilities

Formerly known as the NCPDOSA



Constitution of the National Council of and for Persons with Disabilities

a voluntary association

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1 Introduction

1.1 The National Council of and for Persons with Disabilities is a voluntary association of persons.

1.2 The National Council:

- (1) exists in its own right;
- (2) continues to exist even when its membership changes, its committees change, or there is change in office bearers;
- (3) is able to own property and intellectual property;
- (4) is able to encumber and/or alienate property and intellectual property;
- (5) is able to improve, manage, develop or otherwise deal with all or any part of the property and intellectual property rights; and
- (6) is able to sue and be sued in its own name.

2 Definitions and interpretation

2.1 In this Constitution, unless the context requires otherwise:

- (1) **Act of Default** means any act listed in Annexure B to this Constitution;
- (2) **Advisor** means a person nominated and elected to sit on the Advisory Board who meets the following criteria:
 - (a) *is a person external to National Council, its structures, Provincial Associations and their structures and member organisations;*
 - (b) *is capable of appointment as a director under the Companies Act;*
 - (c) *has a track record of commitment to and involvement in the disability sector;*
 - (d) *possess the necessary skills to fulfil the duties of an Advisor;*
- (3) **Advisory Board** means that body established in terms of clause 10;
- (4) **Board** means the body referred to in clause 8;
- (5) **Commissioner** means the Commissioner for the South African Revenue Service;

- (6) **Constitution** means the constitution contained in this document and any annexures or attachments;
- (7) **Demarcated Assets** means Intellectual Property, immovable property and investments in excess of an amount to be determined by the Board on an annual basis;
- (8) **Income Tax Act** means the *Income Tax Act, 1962*, as amended, together with any regulations published in terms of it;
- (9) **Intellectual Property** means any intellectual property, including but not limited to: inventions (whether patentable or not), designs (whether registered or not), copyright, technical information (written or oral, including specifications, drawings, models, plans, software, design techniques, production processes and techniques), and confidential information and know-how, including trademarks, trade dress, and service marks;
- (10) **Member** means a Provincial Association accepted to membership, as well as the members of the Board, in their individual capacities, for so long as they are members of the Board;
- (11) **National Director** means the employee appointed by the Board to the position of National Director. This person will be responsible for the implementation of the National Council's strategy as well as its operational management;
- (12) **National Council** means the National Council of and for Persons with Disabilities, a voluntary association of persons;
- (13) **Nominations process** means that the following will have happened prior to the relevant AGM:
 - (a) *45 days before the AGM the nominations process will open;*
 - (b) *members and the Board are entitled to nominate persons to fill the positions that have become vacant on either the Board or the Advisory Board due to expiration of a term of office, removal/resignation from office or cessation of qualification for office. Persons nominated to the Board must preferably be members of a Member. Persons nominated to be Advisors must meet the requirements set out in clauses 2.1(2) and 10.1;*
 - (c) *nominations must be sent to the National Director or their nominee and comply with the requirements determined by the Board from time to time;*

- (d) *the nomination process will close 25 days before the AGM and no late nominations will be accepted;*
 - (e) *the Board will consider all nominations. Should there not be sufficient nominations to fill the vacant positions, the Board will advise Members of this and call for nominations for that position only (**Position**). Members will be afforded 14 days to submit nominations for the Position. Nominations for the Position will close two days before the AGM. No further nominations for the position will be allowed after this time period;*
 - (f) *the list of nominees and the positions for which they have been nominated will be prepared for the AGM;*
 - (14) **Provincial Association** means a not-for profit entity which shares the Vision of the National Council, which is accorded the status of Provincial Association by the National Council and which meets the criteria contained in Annexure A hereto;
 - (15) **Vision** means the objectives the National Council seeks to achieve as set out in clause 3.1.
- 2.2 Where reference is made in this Constitution to 'nominated' and 'nominate' this will be interpreted to mean that the following process has been or will be followed:
- (1) A person has been nominated by a person entitled to make such nomination,
 - (2) The nomination has been seconded by a person entitled to second such nomination, and
 - (3) The person nominated has accepted the nomination.
- 2.3 Any reference in this Constitution to:
- (1) **a clause** is, subject to any contrary indication, a reference to a clause of this Constitution;
 - (2) **law** means any law including common law, statute, constitution, decree, judgment, treaty, regulation, directive, by-law, order or any other measure of any government, local government, statutory or regulatory body or court having the force of law; and
 - (3) **person** means any natural or juristic person, firm, company, corporation, government, state, agency or organ of a state, association, trust or partnership (whether or not having separate legal personality).
- 2.4 Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

- 2.5 The headings do not govern or affect the interpretation of this Constitution.
- 2.6 If any provision in a definition confers rights, or imposes obligations on any person, effect is given to it as a substantive provision of this Constitution.
- 2.7 Unless the context indicates otherwise an expression which denotes any gender includes both the others; reference to a natural person includes a juristic person; the singular includes the plural, and the plural includes the singular.
- 2.8 Any number of days prescribed in this Constitution excludes the first day and includes the last day; and any relevant action or notice may be validly done or given on the last day.
- 2.9 The words “including” and “in particular” are without limitation.

3 Vision

- 3.1 The Vision of the National Council is an all-inclusive and equitable society where the human rights of all are upheld and protected.
- 3.2 This Vision will be achieved by:
 - (1) Engaging and collaborating with persons with disabilities to ensure a comprehensive agenda is created for advancing the causes and rights of persons with disabilities and doing so in conjunction with persons with disabilities;
 - (2) Promoting:
 - (a) *Equality and equity for persons with disabilities as set out in the UN Convention on the Rights of Persons with Disabilities and the Optional Protocol;*
 - (b) *The universal design of the built environment, both urban and rural; the natural environment; products; services and systems to ensure persons with disabilities’ full participation in society;*
 - (c) *Reasonable accommodation of persons with disabilities within all aspects of South African society;*
 - (3) Creating opportunities for self-representation of persons with disabilities in the structures of the National Council and lobbying for this in other organisations and entities across society;
 - (4) Advocating the best possible legislative and policy environment that promotes and protects persons with disabilities’ rights;

- (5) Undertaking consulting work for corporations, organisations and the like and doing impact surveys on behalf of and for the benefit of persons with disabilities;
- (6) Facilitating and coordinating the activities of entities engaged or interested in the provision of services to persons with disabilities;
- (7) Acting as an advisory body on all matters affecting, concerning or impacting persons with disabilities;
- (8) Being/providing a voice for persons with disabilities;
- (9) Cooperating with and/or affiliating to national and international entities that have a vision similar to that of the National Council;
- (10) Formulating policies and measures for the prevention, early detection and remedying of situations causing impairment or disability;
- (11) Raising funds to support the work done in achieving the Vision, as well as work done by other entities the National Council chooses to support financially;
- (12) Working with and supporting the Provincial Associations in addressing their specific mandates;
- (13) Conducting any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the Vision, provided these activities will not endanger the National Council's tax-exempt status.

4 Public benefit organisation

4.1 For so long as the National Council has public benefit organisation status:

- (1) the Company will comply with such conditions as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its Vision;
- (2) the National Council will submit to the Commissioner a copy of this Constitution and in terms of this clause 4 it is:
 - (a) *required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the National Council and no single person directly or indirectly controls the decision making powers relating to the National Council;*
 - (b) *prohibited from directly or indirectly distributing any of its funds to any person (otherwise than in the course of undertaking any public*

benefit activity) and is required to utilise its funds solely for the object for which it has been established;

- (c) *prohibited from accepting any donation 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 the donation, including any misrepresentation with regard to the tax deductibility of the donation in terms of section 18A of the Income Tax Act and no donor may impose conditions which could enable that donor or any connected person in relation to that donor to derive some direct or indirect benefit from the application of that donation; and*
 - (d) *required to submit to the Commissioner a copy of any amendment to this Constitution;*
- (3) the National Council is not, has not been and will not be knowingly a party to, or permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner;
 - (4) the National Council has not and will not pay any remuneration, as defined in the Fourth Schedule, 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 Vision;
 - (5) the National Council will comply with such reporting requirements as may be determined by the Commissioner;
 - (6) the National Council has not and will not use its resources directly or indirectly to support, advance or oppose any political party; and
 - (7) upon its winding up, deregistration or dissolution:
 - (a) *no past or present Director of the National Council, or person appointing an Executive Member of the National Council, is entitled to any part of the net value of the National Council after its obligations and liabilities have been satisfied; and*
 - (b) *the assets of the National Council remaining after the satisfaction of all its liabilities shall be transferred to:*
 - (i) any public benefit organisation approved in terms of section 30(3)(b)(iii) of the Income Tax Act;

- (ii) any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or
 - (iii) the government of South Africa in the national, provincial or local sphere, contemplated in section 10(1)(a) of the Income Tax Act,
- (c) *which is required to use those assets solely for purposes of carrying on one or more public benefit activities.*

- 4.2 To the extent that the provisions of any of this Constitution conflict with the provisions of this clause, the provisions of this clause shall prevail over such conflicting clause.

5 Terms of membership

- 5.1 A Members' register will be maintained and regularly updated. This register will be kept at the main offices of the National Council.
- 5.2 Members will pay an annual membership fee as determined by the Board.
- 5.3 In exercising its rights hereunder, each Member will be represented by the chairman / president of that Provincial Association (Representative) provided that the Representative is not an employee of the National Council, a Provincial Association or a Provincial Associations' structures / members / partners. Where a Representative fails to meet this requirement, the Member will appoint another member of their executive to be the Representative.
- 5.4 At a Members' meeting, each Representative will have one vote.

6 Termination of membership

- 6.1 Should a Member commit an Act of Default, the Board will send the defaulting Member (**defaulter**) a notice of default, setting out how the Act of Default is to be remedied and giving the defaulter 30 days within which to remedy the Act of Default.
- 6.2 Should the defaulter fail to rectify the Act of Default, the Board may elect to institute an inquiry into the manner of operation of and the reason for default by the defaulter so as to establish the cause of and attempt to rectify the Act of Default and:
- (1) Withhold any benefits that may in the ordinary course flow from or through the National Council to the defaulter; and/or

- (2) Require of the defaulter that it immediately suspend any activity that it is conducting on behalf of the National Council; and/or
 - (3) Suspend the defaulter from participation in the activities and functions of the National Council, the Board or any committee.
- 6.3 Upon conclusion of the inquiry, the Board will:
 - (1) require the defaulter to take certain actions / refrain from certain actions to remedy the Act of Default within a set time period. Once the Act of Default has been remedied, the defaulter's full benefits of membership will be restored; or
 - (2) terminate the defaulter's membership.
- 6.4 Should the defaulter fail to comply with clause 6.3(1) within the given time period their membership will automatically terminate.
- 6.5 Notwithstanding the provisions of clause 6.2, should the defaulter not have remedied the Act of Default within the 30 days provided for in clause 6.1, the Board may elect simply to terminate the defaulter's membership of the National Council.
- 6.6 Should the Board revoke the defaulter's membership, it will:
 - (1) Require the defaulter immediately to repay the full outstanding balance of any loan by the National Council to the defaulter, notwithstanding the original repayment terms established in respect of such loan,
 - (2) Be entitled to retake possession of any of its assets held by the defaulter,
 - (3) Report the revocation of membership to the applicable Government Departments and the Director of Non-profit Organisations,
 - (4) Recognise or develop another body as a Provincial Association in the province in which the defaulter operates, to replace the defaulter.

7 Members' meetings

- 7.1 The National Council will hold an annual general meeting (**AGM**) within six months of the end of the preceding financial year to report back to the Representatives on the National Council's activities, the budget, the planned activities for the year ahead and the financial position of the National Council.
- 7.2 Proceedings at the AGM will include, but not be limited to:
 - (1) approval of the agenda;
 - (2) approval of minutes from the previous AGM;

- (3) tabling of the chairman's report;
 - (4) appointment of members to the Board in accordance with the Nominations Process and the provisions of clauses 8.6 and 8.7;
 - (5) approval of the financials;
 - (6) appointment of independent auditors;
 - (7) appointment of the Advisory Board in accordance with the Nominations Process and the provisions of clause 10.1;
 - (8) proposed amendments, if any, to the Constitution; and
 - (9) any other matter appropriately dealt with at an AGM.
- 7.3 Members' meetings may be called by the chairman, or at the written request of the majority of members of the Board or by at least five of the Representatives, giving at least 14 days' notice of such meeting.
- 7.4 A quorum will be constituted by a majority of Representatives. Representatives may appoint alternates to attend a Members' meeting in their stead. Employees of the National Council, a Provincial Association or a Provincial Associations' affiliations may not serve as alternates. The Board must be notified as soon as reasonably possible that an alternate will attend in the stead of the Representative.
- 7.5 Should a Members' meeting not be quorate, the meeting will stand adjourned for no longer than one week. At the reconstituted Members' meeting the Representatives present will constitute the quorum.
- 7.6 Voting will be on a show of hands unless a secret ballot is proposed. A secret ballot requires the support of at least three Representatives.
- 7.7 At each Members' meeting a record of attendees and absentees will be kept together with apologies for failure to attend, which record constitutes prima facie proof of attendance for purposes of Membership.

8 Board

- 8.1 The Board bears overall responsibility for the National Council.
- 8.2 The Board has all the powers of a natural person of full legal capacity dealing with their own affairs, except only for any powers which it is not competent in law to confer on the Board and subject to any restrictions contained in this Constitution. Specific powers conferred on the Board are contained in Annexure C.
- 8.3 The Board may, from time to time, adopt such practices and policies it deems fit, subject to any directions given by the Representatives in a Members' meeting. The

Board may delegate to the committees it establishes in accordance with clause 9.1 such powers, authority and obligations as it deems appropriate.

- 8.4 The Board will maintain, and keep up to date, a register of all assets belonging to the National Council.
- 8.5 The Board will:
 - (1) comprise not less than three persons who are not connected to each other in accordance with clause 4.1(2)(a);
 - (2) have, as a majority of its members, persons with disabilities or the parents of children with disabilities;
 - (3) be representative of the country's demographics as to gender and race.
- 8.6 The members of the Board will be elected by the Representatives in accordance with the Nominations Process at an AGM, and at least three of them must be members of a Provincial Association in order to serve on the Board. Members of the Board will serve a term of three years, with a maximum of three terms. If at the end of the of a member's third term the Members wish said member to remain on the Board, they make may representations to this effect when following the Nominations Process.
- 8.7 The composition of the Board will be:
 - (1) a chairman;
 - (2) two vice-chairmen;
 - (3) a treasurer;
 - (4) another member;
 - (5) the National Director, who shall not have a vote.
- 8.8 A member of the Board will cease to hold office if:
 - (1) they die;
 - (2) they tender their resignation in writing;
 - (3) if, under the Companies Act 2008, they cease for any reason to be qualified for appointment as a director of a company;
 - (4) a resolution to terminate their office of the Board is adopted by a two-thirds majority of the Board present at a duly convened and quorate Board meeting, provided that prior to the adoption of any such resolution they are

afforded an opportunity to address the Board with reference to the reasons for the proposed termination;

(5) they are found by the Board to have been guilty of improper conduct or to have failed to fulfil the operational requirements of the position of member of the Board;

(6) they miss three consecutive meetings without good cause.

8.9 Should a vacancy on the Board arise, the Board will be entitled to fill that vacancy until the next AGM.

8.10 The Board will meet at least four times per year.

8.11 A meeting of the Board may be called by the chairman, or at the written request of at least two of the members of the Board.

8.12 A quorum for a meeting of the Board will be a majority of the members.

8.13 At each meeting of the Board a record of attendees and absentees will be kept together with apologies for failure to attend, which record constitutes prima facie proof of attendance.

8.14 Minutes of all meetings will be kept and approved at the next meeting of the Board, signed by the chairman, failing whom the chairman of such meeting, and thereafter retained in the minute book.

8.15 Each member of the Board, save for the National Director, has one vote on a matter and a majority of votes cast on a resolution is sufficient to approve that resolution.

8.16 In the case of a tied vote the chairman will have a deciding vote.

8.17 The Board may hold a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

8.18 A round robin resolution, a written resolution supported by a majority of the Board members, will be as valid as if passed at a duly convened meeting of the Board. Unless stated to the contrary, the resolution will be deemed to have been passed as at the date of the last signature thereto. A round robin resolution may be signed in counterparts.

9 Committees

9.1 The Board may establish committees and determine their composition for the purpose of dealing with select matters / issues / needs of the National Council.

- 9.2 It is a requirement that there be a finance committee at all times. The treasurer will chair the finance committee.
- 9.3 The terms of reference for all committees will be approved by the Board.
- 9.4 Committees may include members of the Board and such other people as they deem appropriate, members of a Provincial Association, employees of the National Council, members of the community, and those with a particular expertise required for the functioning of the committee.

10 Advisory Board

- 10.1 There will at all times be three Advisors. At least one Advisor must:

- (1) be a person with a disability;
- (2) be Black;
- (3) be female.

An Advisor falling into more than one category shall be counted for each category into which they fall.

- 10.2 The term of office for an Advisor will be three years. An Advisor may be re-elected, but may not serve more than two consecutive terms of office. If during a term of office, the number of Advisors falls below three, the Board will fill the vacancy and such appointee will serve until the next AGM.
- 10.3 The Advisory Board will meet at least once a year. Two Advisors will constitute a quorum.
- 10.4 If the Board wishes to acquire, dispose of or use Demarcated Assets, the Board will consult with the Advisory Board. The Board and the Advisory Board will, collectively, vote on the Board's proposed resolutions with regard to the Demarcated Assets, each member of the Board and the Advisory Board having one vote on the matter.

11 Property, Intellectual Property and income

- 11.1 None of the income, property, and Intellectual Property of the National Council will be distributable to anyone in the National Council, except as reasonable compensation for services rendered, or legitimate expenses incurred on behalf of the National Council.
- 11.2 No office bearers will have any right to or ownership over the National Council's property, Intellectual Property or any other assets solely by virtue of their being members or employees.

- 11.3 Use of any property and Intellectual Property belonging to the National Council by Members, the Board, employees, or any third parties is limited to the use thereof for furthering the Vision or necessary for the proper functioning of the National Council, and is subject to the Executives Committee's permission and discretion.

12 Finance

- 12.1 None of the Members, the Board or employees will be held liable for any debts or liabilities of the National Council, save for instances where such debts or liabilities have been incurred by such persons who may be responsible as a result of criminal or negligent conduct.
- 12.2 The Board must:
 - (1) open the necessary bank accounts through which to conduct the Association's business; and
 - (2) keep accurate and complete accounting records.
- 12.3 The treasurer will be responsible for the oversight of the financial position of the National Council, drawing and reviewing the financial statements and providing such assistance to the National Director and the head of finance as may be necessary and/or desirable.
- 12.4 Independent auditors will be nominated and appointed at each AGM. Should it be necessary to replace the independent auditors between AGMs, the Board will appoint new independent auditors who will serve until the next AGM.
- 12.5 The financial manager, under the supervision of the National Director, will exercise control over the day to day finances. All funds received by the National Council will be deposited by the financial manager or designated person into the National Council's bank account as soon as possible after receipt thereof.
- 12.6 All withdrawals from the bank account will be made by cheque, electronic funds transfer or such other method as the Board may approve. All withdrawals are to be signed and/or authorised, as the case may be, by two authorised persons appointed by the Board for such purposes.
- 12.7 Funds which are not immediately required may be invested prudently.
- 12.8 Proceeds from investment or savings accounts may be recapitalised in their original form or be paid into the National Council's bank account.
- 12.9 The National Council's financial year end will be the end of March each year.
- 12.10 Accounting records and reports are to be forwarded to the Commissioner and the Directorate for Non-Profit Organisations within six months of each financial year end, or as otherwise required.

- 12.11 No employee or volunteer of the National Council, Member or member of the Board may contract, directly or indirectly, with the National Council either in their personal capacity, via a family member/spouse/partner or a legal entity in which they or a family member/spouse/partner have an interest.

13 Status of Constitution and amendments to Constitution

- 13.1 This Constitution may be changed by a resolution passed by 75% of the Members present and entitled to vote at an AGM or a meeting of the Members convened in accordance with clause 7.3. No proxy votes will be acceptable.
- 13.2 Notice of such meeting to amend this Constitution will be convened by the Board giving at least 21 days' notice in writing to the Members, indicating that the purpose for the meeting is the proposed amendment of this Constitution and detailing the resolutions containing the proposed amendments.
- 13.3 No amendment will be made which has the effect that the National Council ceases to exist. If the dissolution of the National Council is required, a Members' meeting will be convened for that specific purpose.

14 Dissolution or winding-up

- 14.1 A resolution for the winding-up or dissolution of the National Council must be passed by 75% of the Members present at a Members' meeting convened in accordance with clause 7.3 for the purpose of dissolving or winding up the National Council. No proxy votes will be acceptable.
- 14.2 Notice of such meeting for the winding-up or dissolution of the National Council will be convened by the Board giving at least 21 days' notice in writing to the Members and indicating that the purpose for the meeting is the winding-up or dissolution of the National Council.
- 14.3 The quorum for the winding-up or dissolution of the National Council will be a majority of Members.
- 14.4 Should there be no quorum present the Members' meeting will be adjourned to the following week, and a majority will constitute a quorum at the reconvened Members' meeting.
- 14.5 Should there be no quorum at the reconvened Members' meeting, a resolution for the winding-up or dissolution of the National Council may be passed by a majority of the Members present in attendance at the reconvened meeting, subject that such resolution must be sanctioned by way of application, showing good and sufficient cause, to the High Court having jurisdiction, to be of any force and effect.
- 14.6 On the dissolution of the National Council, all property, Intellectual Property, assets and monies remaining, after payment of all debts, will, subject to clause 4.1(7)(b),

be donated to one or more public benefit organisations with the same or similar objectives, chosen by the Board.

15 Service of legal process

The Association chooses the physical address and/or email address below as the address at which legal process and other documents in legal proceedings may be served (*domicilium citandi et executandi*):

Physical address: 82 Andries Pretorius Rd, Edenvale, Johannesburg, 1609

Email address: therina@ncpd.org.za

Marked for the attention of: National Director

16 Applicable law

This Constitution is governed by South African law.

This constitution is hereby adopted by the National Council at a Members' meeting duly held at _____ on _____

Name:

Chairman

Annexure A: Membership requirements

- 1 Every Provincial Association will:
 - 1.1 Be registered in terms of the Non-profit Organisations Act, 71 of 1997 and the Income Tax Act, 58 of 1962, as amended. Where a Provincial Association is not so registered, they shall make the necessary applications within a reasonable time after being requested to do so by the Board.
 - 1.2 Provide services to persons with disabilities and/or engage in advocacy on behalf of and for the benefit of persons with disabilities, as well as their families where appropriate.
 - 1.3 Accept and comply in full with this Constitution and sign a deed of adherence to this Constitution, a copy of which is attached hereto as Annexure A1.
 - 1.4 Align its constitution with this Constitution.
 - 1.5 Allow a representative of the National Council to attend its annual general meeting.
 - 1.6 Ensure representation at each properly constituted meeting of the National Council or any other committee on which they have an elected member, with the intention of ensuring proper and full deliberation and decision making on the affairs of the National Council and any of its committees.
 - 1.7 Abide by all decisions properly taken in respect of all matters which are rightfully the functions or objects of the National Council.
 - 1.8 Implement to the best of its ability any decisions of the National Council and the Board.
 - 1.9 Furnish to the National Director the annual report and annual financial statements of the Provincial Association on or before 31 December of each year.
 - 1.10 Permit the National Council to intervene in issues / problems / concerns which have the potential to reflect poorly on the National Council and / or the Provincial Association, detract from the Vision, bring the name of the National Council and / or the Provincial Association into disrepute, detract from or damage the Intellectual Property of National Council or negatively impact persons with disabilities generally, whether or not serviced by National Council and/or the Provincial Association.
 - 1.11 In general, participate in the activities of and cooperate with the National Council and the Board in the terms as contemplated in this Constitution, to promote the interests of the National Council for the benefit of persons with disabilities.

Annexure A1: Deed of adherence

We, the duly authorised representatives of **[insert name of Provincial Association]** hereby commit to observe and align ourselves to the Constitution of the National Council of and for Persons with Disabilities.

We acknowledge that we have read and understand the contents of the Constitution and the obligations to which we bind ourselves.

Name

Position

Date

Name

Position

Date

Name

Position

Date

Name

Position

Date

Annexure B: Acts of Default

- 1 A Provincial Association will be in default of its obligations under this Constitution should it fail to comply with Annexure A, and without detracting from the generality of the aforesaid, will be in default should it:
 - 1.1 Fail to ensure representation, without apology accepted by the relevant committee, at three consecutive meetings of the Board, or a meeting of the National Council or a meeting of any committee to which a Provincial Association is named as a participant.
 - 1.2 Act contrary to the well-being or good name of the National Council or the Vision or persons with disabilities generally.
 - 1.3 Not implement decisions of the National Council or the Board without a satisfactory explanation being provided to the Board.
 - 1.4 Fail to meet its legal obligations as a registered welfare organisation.
 - 1.5 Breach any permission granted to use the Intellectual Property or use the Intellectual Property without the necessary permission first having been obtained.

Annexure C: Specific powers of the Board

- 1 In addition to its general powers, the Board will have the specific powers set out below. Where property falls within the definition of Demarcated Assets, the Board will only be able to exercise these powers after having obtained the necessary approval from the Board of Advisors.
- 1.1 To collect and receive monies by way of bequests, donations, grants, collections or in any other manner.
- 1.2 To determine the budget and approve expenditure thereof.
- 1.3 To appoint and remove the National Director and other employees and to determine their terms and conditions of employment.
- 1.4 To enter into agreements for the benefit of the National Council and/or the realisation of the Vision.
- 1.5 To acquire and dispose of moveable property.
- 1.6 To make recommendations to the Board of Advisors to acquire or dispose of the Demarcated Assets or institute or defend actions in respect thereof.
- 1.7 In respect of immovable property, subject to clause 1 above:
 - (1) to receive, administer and manage the property;
 - (2) to contract on behalf of the property and to sign such contracts or other documents on behalf of the property;
 - (3) to institute and defend any legal administrative action, application or process for or against the property and to conduct, oversee, defend, settle or abandon such action or application;
 - (4) to raise, borrow or lend monies, at interest or otherwise for the purposes of the property provided that borrowing will be limited to temporary loans for bridging unforeseen cash shortages or for taking advantage of attractive opportunities;
 - (5) to acquire, hold, alienate or otherwise deal with it;
 - (6) to execute any act or deed relating to alienation, partition, exchange, transfer, mortgage, hypothecation or otherwise in any deeds registry, mining titles office or other public office dealing with servitudes, usufructs, limited interests or otherwise, and to make applications, grant any consents and agree to any amendments, variations, cancellations, cessions, releases, reductions, substitutions or otherwise generally relating to any deed, bond or document and to obtain copies of deeds, bonds or documents for

any purposes, and generally to do or cause to be done any act whatsoever in any such office;

- (7) to lease the whole or any portion, at such rental and for such period and on such terms, as they deem fit;
- (8) to demolish any building standing on such immovable property;
- (9) to erect new buildings or add to any building;
- (10) to alter or repair any building;
- (11) to borrow or raise any sum or sums of money for the purpose of building or making additions or alterations or carrying out repairs or for the preservation or maintenance of a building or for the purchase of immovable property;
- (12) to insure the National Council against such risks and on such terms as they in their discretion decide;
- (13) to exercise and enforce all the rights of ownership attaching or incidental to any of the capital assets of the immovable property;
- (14) to ensure that the immovable Property is sufficiently protected against losses owing to theft, negligence, dishonesty or fraud of any of its officials either by means of a policy of insurance or such other indemnification as the Board may determine;
- (15) at the expense of National Council, to institute or defend legal proceedings in the name of the Board or to proceed to arbitration in respect of any matter or thing, and to sign all deeds, powers of attorney and any other documents that may be necessary in the circumstances;
- (16) to delegate any of their powers and functions to a subcommittee or any other person, subject to any conditions they may determine;
- (17) to take, generally, such steps as are, in their discretion, conducive to the preservation and proper management of the property.

1.8 In respect of Intellectual Property Rights:

- (1) to ensure that that the Intellectual Property Rights are appropriately registered at the relevant registry;
- (2) to ensure that any application for registrations of the Intellectual Property Rights are prosecuted until registration and will bear the costs attendant to the prosecution of the Intellectual Property Rights;

- (3) protect and defend any rights in or in relation to any of the Intellectual Property Rights; and
 - (4) to license in whole or any portion, of the Intellectual Property subject to quality control provisions and for such periods and on such terms, as they deem fit;
 - (5) to hypothecate the Intellectual Property in furtherance of the Vision of the National Council and attend to the recordation of such hypothecation at the relevant registries;
 - (6) maintain the registrations in respect of any of the Intellectual Property Rights and bear the costs attendant thereto. Where it appears that Intellectual Property Rights have lapsed owing to non-payment of renewal fees, it immediately applies for the restoration of the Intellectual Property Rights and pay any and all fees payable in respect thereof.
- 1.9 To institute and defend actions and proceedings at law, which said actions and proceedings will be instituted and proceed in the name of, by or against the Board.
- 1.10 To realise any investments, to change and to re-invest the same.
- 1.11 To make available in its discretion and in accordance with all applicable laws and regulations and subject to such conditions as it may consider necessary, financial assistance by way of a grant and/or a loan with or without security and with or without interest:
- (1) To any person or persons or institutions to initiate or pursue studies or investigations or to promote the development of means calculated to advance the prevention of disablement and/or to ameliorate the effects of disablement;
 - (2) To Provincial Associations, affiliated organisations or any organisation or institution concerned with the welfare of persons with disabilities for the purposes of such organisation or institution, including the purchase of motor vehicles.
- 1.12 To borrow or raise from time to time for the purpose of the National Council such sums of money and upon such security as it deems fit.
- 1.13 To make rules and regulations for the practical implementation of the powers and functions of the National Council.