

CONSTITUTION
OF
CENTURION HOSPICE ASSOCIATION

1. NAME

The name of the organisation shall be;

CENTURION HOSPICE ASSOCIATION
NPO No 030-479
(hereafter referred to as "Hospice")

2. INTERPRETATION

In this Constitution, unless the context otherwise indicates or requires:-

- 2.1 words importing one gender shall include the other, words in the singular shall include the plural and vice versa and words importing natural persons include artificial persons and vice versa;
- 2.2 "Hospice" means the organisation presently known as CENTURION HOSPICE ASSOCIATION; Registered NPO number: 030-479;
- 2.3 "the Board of Governors" shall mean the board referred to in clause 8.1 and shall hereafter be referred to as the "Board";
- 2.4 "the Management Committee" shall mean the committee referred to in clause 8.3;
- 2.5 "the area" shall mean the area in which services are to be rendered as demarcated by the HPCA and consist of areas *situated in the City of Tshwane Metropolitan Municipality, including Centurion and Laudium, and also the Midrand area*;
- 2.6 "patient" means a person being cared for by Hospice;





- 2.7 "special resolution" means a resolution of a general meeting convened on not less than 15 (fifteen) days notice specifying the intention to propose the resolution as a special resolution, the terms and effect of the resolution and the reasons for it, passed by not less than 75% (seventy five percent) of the number of members of Hospice present thereat and entitled to vote;
- 2.8 Whenever a number of days is referred to it shall mean working days excluding Saturdays, Sundays and Public holidays; and
- 2.9 "employee" means an individual in service of and paid by Hospice.

3. LEGISLATION

The Hospice is subject to and shall comply with all relevant legislation with specific reference to *inter alia* the following:

- Constitution of the Republic of South Africa Act, 1996 (Act No 108 of 1996);
- Non-Profit Organisation Act, 1997 (Act No 71 of 1997);
- Income Tax Act, 1962 (Act No 58 of 1962);
- Value-Added Tax Act, 1991 (Act No 89 of 1991);
- Taxation Laws Amendment Act, 2000 (Act No 30 of 2000);
- Financial Institutions Act, 2001 (Act 28 of 2001);
- Stock Exchange Control Act, 1985 (Act No. 1 of 1985)
- Fund Raising Act, 1978 (Act No 107 of 1978); and
- Arbitration Act, 1965 (Act No 42 of 1965).

4. OBJECTIVES

4.1 The main objectives of the Hospice shall be the following:

4.1.1 The Hospice shall be an a-political organisation which provides its services with dignity and on a basis of equality to anybody within its area irrespective of race, colour, creed, sex, gender, religion or belief.

4.1.2 The Hospice shall establish and provide a Hospice Program of Care in accordance with the Standards of Care of the Hospice Palliative Care Association of S.A (HPCA);





A Hospice Program of Care is a medically directed, nurse co-ordinated program of multi-disciplinary care for people with a life threatening illness and support for their families. Such a program focuses on controlling pain and other symptoms, easing suffering and enhancing the quality of the remaining life of patients to achieve the best quality of life for them and their families. It integrates the psychological and spiritual aspects of care to enable patients to live out their lives with dignity as well as offering support to families both during the patient's illness and their bereavement.

4.2 The ancillary objectives of the Hospice shall be:

- 4.2.1 To promote within the community the objectives of the Hospice;
- 4.2.2 To raise funds to establish, provide and maintain an on-going Hospice Program of Care; and
- 4.2.3 To select, train and manage a team of remunerated and voluntary personnel to carry out the objectives of the Hospice.

5. MEMBERSHIP

5.1 Classes of Membership

There shall be the following classes of membership, namely:-

- 5.1.1 **Founder members:** This is an honorary membership for life and is reserved for those persons who have rendered exceptional service to the Hospice or have donated property, assets or money with the establishment of the Hospice, and who have been granted such membership by the Board. These members shall have full voting rights at any general meeting;
- 5.1.2 **Life members:** This is an honorary membership for life and is reserved for those persons who have rendered exceptional service to the Hospice or have donated property, assets or money, and who have been granted such membership by the Board. These members shall have full voting rights at any general meeting;
- 5.1.3 **Ordinary members:** Any person who wishes to actively promote the objectives of the Hospice may become an ordinary member of the



Hospice upon application and payment of the prescribed subscription, subject to clause 5.3 and clause 5.4; and

5.1.4 Associate members: All full time paid employees of the Hospice shall automatically become Associate members of the Hospice. Volunteers of the Hospice do not qualify as Associate members but should be encouraged to become Ordinary members. Associate members shall have limited participatory and voting rights at any general meeting.

5.2 Voting rights

5.2.1 Founder and Life Members, as well as Ordinary members who have paid their annual subscriptions before the date on which notices were issued for general meetings, (see clause 9.3), and who are in good standing shall be entitled to speak and vote at such meetings of the Hospice, with 1 (one) vote each.

5.2.2 Associate members may participate, speak and vote on any subject at a general meeting, but may not vote on the composition and/or the election of the Board of Governors.

5.2.3 At no meeting will voting be allowed through proxies unless the Board issued notice thereof.

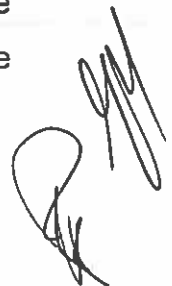
5.3 Subscriptions

5.3.1 The subscriptions to be paid annually by all members of the Hospice shall be as determined from time to time by the Board.

5.3.2 Founder, Life and Associate members are exempt from paying annual subscriptions.

5.4 Applications for membership

Applications for ordinary membership shall be submitted on the prescribed Form of Application and prospective members shall be interviewed by the Management Committee. Membership of the Hospice is subject to the approval of the Board.



5.5 Rights and termination of membership

5.5.1 The rights of any member shall be personal, shall not be transferable, and shall terminate:

5.5.1.1 on his/her resignation;

5.5.1.2 on his/her death;

5.5.1.3 on his/her becoming of unsound mind;

5.5.1.4 on his/her expulsion or suspension in terms of clause 5.5.2 (&) and clause 8.2.2; or

5.5.1.5 on his/her failure to pay any subscription due in terms of clause 5.3.

5.5.2 The Board shall have the right to expel or suspend from membership of Hospice any person whose conduct it in its sole and absolute discretion considers detrimental to the interest of Hospice. Any person so expelled or suspended shall be deemed to have been removed from every office which he may hold in Hospice and from every Committee of Hospice of which he may be a member as at the date of such expulsion or suspension in terms of clause 5.5.1.4.

5.5.3 Any member, upon ceasing to be a member for whatsoever reason in terms of clause 5.5.1 shall forfeit all rights hereunder and shall not be entitled to a refund of any subscription notwithstanding payment thereof in respect of a period unexpired as at the date of cessation of membership or otherwise.

6. POWERS

The powers of the Hospice shall be the following:

6.1 Subject to any limitations imposed by law, the Hospice shall have plenary powers, including the powers stated below, to enable it to realize its objectives:-

6.1.1 To purchase, accept as donation or acquire in any way buildings, land, equipment, agencies and every other kind of description of movable and immovable, corporeal and incorporeal property;

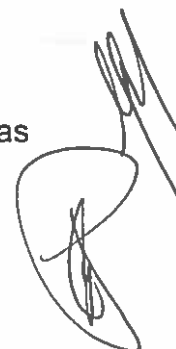
6.1.2 To manage, dispose of, insure, sell, lease, mortgage, give in exchange, work, develop, build on, improve, turn to account, or in any other way

deal with all the properties and assets, mentioned above in clause 6.1.1;

- 6.1.3 To borrow money;
- 6.1.4 To invest money in any manner provided that funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Protection of Funds) Act, and in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985. Where shares (other than shares as mentioned above) have been donated or bequeathed to the Hospice, the shares may be held without jeopardizing the exempt status of the Hospice;
- 6.1.5 To open and operate banking and building society accounts.
- 6.1.6 To remunerate or to pay gratuities to any person or persons for services actually rendered;
- 6.1.7 To make to and receive donations from registered fund-raising organizations subject to the provision that all donations to the Hospice must be irrevocable and be subject to the terms and conditions of the constitution;
- 6.1.8 To enter into contracts in any place and to execute any contracts, deeds and documents;
- 6.1.9 To have a seal or distinctive mark or logo, and to use such for any purpose related to the Hospice;
- 6.1.10 To do all such acts and sign all documents as may be necessary to achieve or which may be auxiliary to the objectives of the Hospice;
- 6.1.11 To institute and defend legal proceedings in the name of the Hospice; and
- 6.1.12 Any other power incidental to the above necessary for the achievement of the objectives of the Hospice.

7. MANAGEMENT

- 7.1 The affairs of the Hospice shall be governed and administered by a Board as provided for in clause 8.1.



7.2 The Board shall be empowered to form such other committees or sub-committees and to determine the number of members required to serve on such other committees as it, in its absolute discretion, deems fit.

7.3 Where no members exist or are available, the Hospice shall continue to exist by electing a Board at a Special General Meeting called by the senior employee in service of the Hospice at that time, as defined by organogram available at Centurion Hospice.

8. COMMITTEES

8.1 BOARD OF GOVERNORS

8.1.1 At every Annual General Meeting, members shall elect a Board, which shall consist of:-

- a chairperson;
- vice-chairperson;
- secretary;
- treasurer; and
- not more than 5 (five) other members.

8.1.2 New nominations for the Board, together with a short CV to allow the members to determine the skills of the person, shall be received by the Secretary 3 (three) days before the commencement of each Annual General Meeting or Special General Meeting.

8.1.3 It shall be a requirement that all nominations be in writing and contain the signatures of the nominee, the proposer and the seconder, all of which shall be fully paid up members of and in good standing with the Hospice.

8.1.4 In order to prevent any conflict of interest, no member who is a parent, sibling, child, spouse or life partner of an employee of the Hospice, is eligible to be nominated or elected or co-opted on the Board;

8.1.5 The term of the Board shall commence on the day following the Annual or Special General Meeting at which the Board was elected and shall terminate at the next Annual or Special General Meeting when a new Board has been elected.

8.1.6 Members of the Board shall be eligible for re-election to the Board.



- 8.1.7 A member of the Board shall be deemed to have vacated his seat upon the Board if he is absent from more than 3 (three) consecutive meetings of the Board without leave of absence from the Board.
- 8.1.8 The Board may fill a vacancy occurring during the year by co-opting a member of the Hospice, who shall hold office for the remainder of the term of that Board.
- 8.1.9 The Board shall be entitled to:
- 8.1.9.1 Temporarily co-opt persons to serve on the Board where the special knowledge or experience of such persons will aid the Board in its deliberations; and
 - 8.1.9.2 Invite advisors and role-players, such as a representative or representatives of government departments and/or the local authority concerned with or interested in the affairs of the Hospice, to attend deliberations in an advisory capacity. These advisers shall not be entitled to vote at any meetings of the Hospice.
- 8.1.10 Board members must declare themselves able and willing to perform the duties as prescribed by HPCA and the Board.
- 8.1.11 No employee may be nominated, elected or co-opted to the Board of Governors, and no employee may propose / nominate, or second any member for the Board or vote on the composition and/or the election of the Board.

8.2 POWERS OF THE BOARD

The Board shall have powers to carry out the objectives of the Hospice in accordance with the constitution and, in particular, shall have the following powers;

- 8.2.1 To extend invitations for membership;
- 8.2.2 To suspend or expel (refer clause 5.5.1.4 and clause 5.5.2) any member for whatever reason and shall not be obliged to give reasons for a resolution in terms of this clause;
- 8.2.3 To receive, administer and apply the monies of the Hospice in respect of its objectives;



- 8.2.4 To raise, borrow or lend monies at interest or otherwise and to invest monies not immediately required and to vary or realize any investments, subject to the provisions of clause 6.1.4 above;
- 8.2.5 To appoint, remunerate and terminate the appointments of attorneys and other professional advisers and to employ, remunerate and terminate the appointments of members of the staff as may be required;
- 8.2.6 To determine the remuneration of an auditor and, in the event of the auditor resigning, to appoint an auditor to take his place until the next Annual General Meeting of the Hospice;
- 8.2.7 To regulate its meetings and meetings of any sub-committees in such a manner as it may decide;
- 8.2.8 To do all such other acts as, in its opinion, are conducive to the attainment of the objective of the Hospice;
- 8.2.9 No member of the Board shall have a direct or indirect interest in or benefit from any contract which the Board may conclude with any person or company, unless approved by the Board;
- 8.2.10 In the event that a member of the Board obtains a direct or indirect benefit of whatsoever nature it must be declared, transparent and auditable as to prevent unreasonable and unfair advantage;
- 8.2.11 Paid officials of the Hospice may attend Board meetings, on invitation, in an advisory capacity, but will have no voting rights;
- 8.2.12 All property shall be registered in the name of the Hospice;
- 8.2.13 The Board may delegate decision making and other Board powers to the Hospice Manager/Management Committee provided that any decision making or powers executed are reported at the next Board meeting.
- 8.2.14 Be entitled to take all decisions required to manage the Hospice in order to fulfil the requirements of HPCA, relevant Acts, Municipal requirements and relevant issues including, but not limited to, Health and Safety and Quality Assurance; and
- 8.2.15 To approve and determine policies for the day to day management of the Hospice by the Hospice Manager/Management Committee.



9



8.3 MANAGEMENT COMMITTEE

The Board may appoint a Management Committee which shall consist of at least 3 (three) people of which 2 (two) shall be employees of the Hospice and any other person(s) appointed by the Board. The Management Committee shall have all the powers as determined and delegated by the Board. All actions and decisions of the Management Committee shall be reported to the Board for confirmation at its next meeting.

9. MEETINGS

9.1 Annual General Meeting

9.1.1 The Annual General Meeting of the Hospice shall be held not later than 6 (six) months after the end of the financial year (31 March).

9.1.2 At such Annual General Meeting, the following matters shall be dealt with:

9.1.2.1 A report by the Board on its activities since the last General Meeting;

9.1.2.2 The presentation of audited financial statements;

9.1.2.3 The election of a new Board;

9.1.2.4 The appointment of an auditor who shall not be a member of the Board; and

9.1.2.5 Such other matters of which due notice has been given in terms of clause 9.5. Due notice will be construed as at least 15 (fifteen) days written notification.

9.2 Special General Meetings

Special General Meetings of the Hospice shall be convened by the Board, or on written request of not less than 10% (ten percent) of members, entitled to vote, stating the objectives of the meeting. The Secretary shall give notice within 15 (fifteen) days of receipt of such request convening a special general meeting.

9.3 Voting

9.3.1 Only paid up ordinary members and founder, life and associate members in good standing with the Hospice shall be entitled to 1 (one)

vote at any general meeting thereof. A simple majority by show of hands is required, unless a secret ballot is requested, to accept a decision or proposal with the Chairperson having the casting as well as a deliberative vote.

9.3.2 An employee/associate member may discuss, deliberate, participate and vote on any issue, but may not vote on the composition or the election of members for the Board of Governors as well as any amendments of the constitution with regard to the composition, qualification and eligibility of members for the Board of Governors at Annual General Meetings and/or Special General Meetings.

9.4 Minutes of Meetings

The Board and any other committee shall cause minutes (refer clause 11) of its proceedings to be held, and such minutes when confirmed at the next meeting of the Hospice, Board or other committee, as the case may be, and signed by the chairperson of the meeting, shall be *prima facie* evidence of the correctness recorded therein.

9.5 Notice of meetings

9.5.1 At least 15 (fifteen) days notice in writing of any Annual or Special General Meeting shall be given by the Secretary to all members of the Hospice.

9.5.2 An advertisement in a local newspaper of a notice of a General Meeting shall suffice, and shall constitute proper notice of such meeting. Any notice given by advertisement shall be deemed to have been given on the day upon which the advertisement was first published.

9.5.3 The notice convening a Special General Meeting shall state the business to be discussed at the meeting.

9.5.4 The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any member shall not invalidate the proceedings of such a meeting.



10. QUORUM

- 10.1 The quorum at a meeting of the Board and Management Committee shall be 50% (fifty percent) plus one of the members of the Board or Management Committee.
- 10.2 The quorum at an Annual General Meeting, as well as a Special General Meeting, shall consist of 10% (ten percent) of members.
- 10.3 If there is no quorum at a meeting of the Board, Annual General Meeting or Special General Meeting of the Hospice, the meeting shall stand adjourned for not less than 30 (thirty) minutes and the members attending such adjourned meeting shall constitute a quorum.

11. MINUTES

Minutes shall be made of all resolutions at proceedings of General and Special Meetings of the Hospice, and of meetings of the Board and other committees.

12. FINANCE

- 12.1 All monies received by the Hospice shall be handled in accordance with the Financial Policy of the Hospice, available at the Hospice.
- 12.2 The Board shall cause full and true accounts of the Hospice to be kept including a register of fixed assets; such accounts shall be balanced and audited by the auditors as at 31 March of each year when the Hospice's financial year shall end.
- 12.3 The Treasurer or Hospice Manager shall submit monthly financial statements to the Board.
- 12.4 Copies of the balance sheet and income and expenditure account shall, after audit and adoption by the Board, be available to each member of the Hospice at the Hospice.

13. GENERAL PROVISIONS

- 13.1 Membership of the Hospice or of any committee thereof shall not confer on any member any proprietary right, title or claim to or interest in any of the properties or assets of the Hospice, nor shall any member, by virtue of his

membership, incur any liability in respect of any claim or action brought against the Hospice.

- 13.2 The property and income of the Hospice shall be used solely to further the objectives of the Hospice and no portion thereof shall be transferred directly or indirectly through the medium of dividends, bonuses, or in any other way as profit to its members: provided that bonuses (annual or otherwise), incentives and other remuneration related monies may be paid to full time employees of the Hospice.
- 13.3 Members of the Hospice, members of the Board or any standing or ad hoc committee and every employee of the Hospice shall, provided they have acted *bona fide*, be indemnified by the Hospice against all proceedings and expenses incurred by the person of any act in the performance of their duties in connection with the Hospice.
- 13.4 Members of the Board or Management Committee may be reimbursed for expenses by decision of the Board.
- 13.5 Members of the Board and Management Committee and other committees fiduciary duty is to look after the assets on the Hospice's behalf and is expected to act in the best interests of the Hospice.
- 13.6 Board members shall not be held accountable/liable for any losses or judicial actions in their personal capacity unless there is a direct inference in such a loss or judicial action.

14. REGISTRATION

The Hospice will be registered in terms of the Fund Raising Act, 1978 as amended or replaced and all other relevant Acts referred to in clause 3.

15. AMENDMENTS

- 15.1 This constitution or any clause thereof may be amended with the approval of not less than 75% (seventy five percent) of voting members of the Hospice present at the Annual General Meeting or Special General Meeting, of which due notice in accordance with this constitution shall have been given (refer clause 9.5).
- 15.2 A request by a member, supported by not less than 10% (ten percent) of members entitled to vote, for the amendment of this constitution shall be in writing together with the text of the proposed amendment and be delivered to

and received by the secretary in order for the secretary to give notice of a Special General Meeting (as contemplated in terms of clause 9.5) at which the proposed amendment is to be considered. The text of the proposed amendment shall be available at Hospice.

- 15.3 A copy of all amendments to the constitution shall be submitted to the Commissioner for the South African Revenue Services and the Director of Fundraising. The amendments will be in force from date as determined at the Annual General Meeting or Special General Meeting.

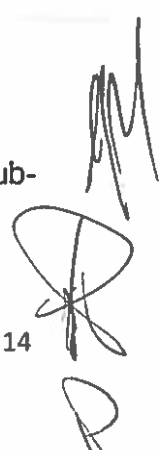
16. DISSOLUTION

- 16.1 The Hospice may be dissolved if at least 75% of the voting members present at an Annual General Meeting or Special General Meeting of members convened for the purpose of considering such matters are in favour of dissolution. Not less than 15 (fifteen) days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the Hospice and disposal of its assets shall be considered.
- 16.2 If upon dissolution of the Hospice, there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be donated and transferred to such charitable institutions within the Republic of South Africa, which are themselves exempt from income tax and donations tax, and which are registered in terms of the Fund Raising Act, 1978, with similar objectives, as decided either by the members of the Hospice or its Board, or in default of such decision, as may be decided by the Director of Fund Raising of HPCA.

17. SETTLEMENT OF DISPUTES

All disputes, differences and questions whatsoever which may at any time arise between:-

- any member inter se; or
- any one or more members of any committee or sub-committee; or
- any committee or sub-committee or any other committee or sub-committee; or



- any member and Hospice; or
- any member and the Board;

arising out of the construction of, or concerning anything contained in or arising out of this Constitution, or as to their respective rights, duties or obligations hereunder, may at the election of the Board to be referred to the arbitration of a single arbitrator to be agreed upon between the parties of the dispute, difference or questions, or failing agreement to be nominated on the application of any such party to the Chairman for the time being the Hospice. The arbitrator shall, in the arbitration, follow such formal and informal procedure as the parties thereto may agree upon, or failing agreement, as he shall direct. The arbitrator shall be empowered to take into account in his adjudication and his award, in addition to matters of the law, consideration of business, financial and ethical principles, practice, efficiency, suitability and desirability. Save as otherwise herein provided, the provisions of the Arbitration Act, 1965 shall apply to the arbitration.

18. CONSTITUTIONAL CONFLICTS

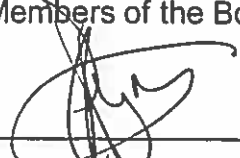
Provisions of any acts pertaining to the Hospice shall take preference of any conflicts of any clauses within the Constitution with these acts.

19. ADOPTION OF THE CONSTITUTION

19.1 The original constitution was approved, adopted and accepted at the founding General Meeting held on 18 September, 2008.

19.2 The amended Constitution will come in operation on 27 November 2013.

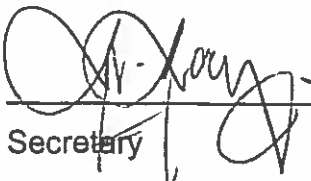
Signed at CENTURION on this 20th day of AUGUST, 2014,
by the Members of the Board.



Chairperson



Vice-Chairperson



Secretary



Treasurer