

## BRAIN INJURY GROUP CONSTITUTION

### 1. Name

- a. The organisation hereby will be called **THE SOUTH AFRICAN NATIONAL LOBBY GROUP FOR PEOPLE WITH ACQUIRED BRAIN INJURIES**
- b. Its shortened name will be BRAIN INJURY GROUP (BIG) (hereinafter referred to as the organisation).

### 2. Body Corporate. The organisation shall:

- a. Exist in its own right, separately from its members;
- b. Continue to exist even when its membership changes and there are different bearers;
- c. Be able to own property and other possessions.

### 3. Mission and Objectives

- a. The mission of the Brain Injury Group is to **better the lives of the brain injured community**<sup>1</sup> by promoting awareness through education and lobbying, to help develop and maintain community support services and to serve as an officiating body to unify the collective actions and intentions of all interested support groups and organisations.
- b. The main objective of the Brain Injury Group is to better the quality of life of the brain injured community to:
  - i. Maintain a register of all support groups, organisations and other people associated with the underlying drive to better the quality of life of the brain injured community;
  - ii. Help establish and maintain support groups for the brain injured community;
  - iii. Facilitate synergy between these support groups and organisations;
  - iv. Act as the representative a lobby on behalf of all affiliates in matters demanding a common purpose such as:

Promoting and understanding of the aspects of brain injury and providing information to **identified stakeholders**, the brain injured community and other institutions regarding brain injuries, support groups and related organisations;

Providing a framework for the training of care givers, the **identified** public, students, as well as professionals regarding how to communicate and interact with the brain injured;

Creating a context for social interaction;
  - v. Address the employment needs of the brain injured;

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<sup>1</sup> For the purpose of this document, "brain injury community" refers to people with acquired brain injuries as described in the following definition: "An acquired brain injury is the impairment of normal brain function due to a neurological insult, such as: open or closed head injury (traumatic brain injury or TBI), select cerebral vascular lesions (i.e. aneurysm, hemorrhage, brain stem stroke), hypoxic intracranial tumour, and select neurological diseases (i.e. encephalopathy)."

- vi. Focus on socio, socio-economic, educational, vocational, medical and rehabilitation needs of the brain injured;
- vii. Raise funds and secure sponsorships to help achieve the organisation's objectives.

#### **4. Income and Property**

- a. The organisation will keep a record of everything it owns.
- b. The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be reasonable amount for the work that has been done.
- c. A member of the organisation can only receive reimbursement from the organisation for expenses that he/she has paid on behalf of the organisation after it has been approved by the committee.
- d. Members or office-bearers of the organisation do not have rights over money of property belonging to the organisation.
- e. Members or office-bearers will not become liable for any of the obligations or liabilities of the organisation solely by virtue of their status as members or office-bearers of the organisation.

#### **5. Membership and General Meetings**

- a. Membership of the organisation will be open to all interested support groups of the brain injured community, and/or institutions with the underlying drive to better the quality of life of the brain injured community. These support groups and/or institutions will become affiliated members by paying membership fees. Individuals may become members by paying membership fees.
- b. The BIG management committee will consist of:
  - i. A Chairperson, Treasurer and Secretary
  - ii. Two people who survived an acquired brain injury
  - iii. A person who is a care-giver and can represent all care-givers
  - iv. One representative of all affiliated support groups until provincial representatives are appointed;
  - v. A person who has the development of the brain-injured community at heart;
  - vi. A volunteer who can represent all BIG volunteers
  - vii. One Volunteer each from the following fields: health care, finances and marketing/communications, who underwrites BIG's goals and objectives and is an expert in that field;
  - viii. Provincial representatives for established provincial offices.
- c. Management Committee principles:
  - i. A member of the management committee can fill more than one position.

- ii. Representatives from support groups will fall away once provincial representatives are in place
  - iii. Committee members must represent the whole of the brain-injured community in South Africa.
  - iv. A management committee position may be vacant until BIG is in the position to appoint a suitable candidate.
  - v. Each member of the management committee has one vote.
- d. **Management**
- i. A chairperson will be elected for one year, and may stand for further terms.
  - ii. A management committee will manage the organisation. The management committee will be made up of least 4 (four) members. They are office-bearers of the organisation.
  - iii. An office-bearer of the organisation may become a paid staff member of the organisation with agreed upon employment conditions.
  - iv. If a member of the management committee is absent from 3 (three) consecutive management committee meetings, without having applied for and obtaining leave of absence from the management committee, the management committee will find a new member to take that person's place.
  - v. Because of the geographical distance between management committee members, a management committee member may nominate another management committee member to represent him/her at the meeting and if necessary vote for him by proxy.
  - vi. The management committee will meet at least 4 (four) times a year. A quorum consist of more than half of the committee members, this includes proxies.
  - vii. Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be given to management committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall then be signed by the chairperson.
  - viii. The organisation has the right to form sub-committees. Sub-committee decisions must be submitted to the management committee. The management committee must at its next meeting decide whether to accept, refuse or amend these. By agreeing to decision the management committee ratifies them.
  - ix. All members of the organisation have to abide by decisions taken by the management committee.
  - x. The elected management committee may confer honorary membership.
  - xi. An office-bearer is not personally liable for any loss suffered by any person as a result of an act or omission, which occurs in good faith while the office-bearer, is performing functions for or on behalf of the organisation.
  - xii. When a member or office-bearer, brings the organisation in disrepute the management committee has the power to terminate membership. In the case of termination of membership, more than  $\frac{2}{3}$  (six and two thirds) % of the management committee needs to vote in favour of termination of membership.

- xiii. The management committee may co-opt any number of members to serve on the management and/or sub-committees.
- xiv. No member or management committee members, excluding the chairperson or a person appointed by the management committee, may speak to the **media** on behalf of the organisation or make statements on behalf of the organisation, without the prior consent of the chairperson or at least two other management committee members, when the chairperson is not available.
- xv. Management committee members will be responsible to:
  - Oversee that the organisation has a relevant strategy and plan to meet its goals by actively taking part in the planning process;
  - Ensure that the strategic intent of the strategic plan is adhered to;
  - Appoint a Chief Executive Officer and staff;
  - Ensure that the composition of the management committee is representative of aspects such as disability, gender, culture and skills;
  - Ensure that all management committee members are informed about their respective responsibilities;
  - Ensure that any funds that the organisation obtains are spent in such a way that the brain injured community benefits from actions;
  - Assist the Chief Executive Officer in the execution of his/her activities;
  - Determine membership fees annually; and
  - Evaluate its performance at least once a year.

## **6. Powers of the Organisation**

- a. The management committee may take on the power and/or authority that it deems necessary in order to achieve the objectives stated in clause 3 (three) of this constitution. Its activities must abide by the law. Without derogating from the generality of the foregoing, this includes the power and/or authority to:
  - i. Raise funds or invite and receive contributions;
  - ii. Buy, sell, hire, lease or exchange for any property it needs to achieve its objectives;
  - iii. Borrow any amount of money and secure the repayment of such money in such a manner as the organisation may think fit, including mortgage or pledge;
  - iv. Erect, maintain, demolish, reconstruct or alter any buildings, constructions or other amenities;
  - v. Employ, discharge, pay and/or arrange the conditions of employment of the necessary staff;
  - vi. Make by-laws for proper management, including procedure for application, approval and termination of membership;
  - vii. Employ, remunerate and discharge professional advisors and agents;

- viii. Institute, defend, settle, compromise or discontinue any proceedings in the name of or against the organisation;
- ix. Insure the assets of the organisation;
- x. Enter into any contract and take over the assets, liabilities and operations of organisations or bodies with similar aims and objectives to the organisation;
- xi. Amalgamate, affiliate or co-operate with, or subscribe to any association, society, corporation or other body in any part of the world, whose objectives are in general similar to the objectives of the organisation;
- xii. Transfer all or any part of the property, assets or liabilities of the organisation to any association, corporate or body with which the organisation may amalgamate provided that such bodies are authorised to collect contributions in terms of the Non-profit Organisations Act of 1997;
- xiii. Promote any other company or body for any purpose which may seem directly, or indirectly, to benefit the organisation;
- xiv. Apply, petition for, or promote any Act of Parliament or other authority with a view to the attainment of all or any of the above objectives;
- xv. Take any action by the process of Law or otherwise which the committee may deem advisable in the interest of members generally and pay expenses attached thereto, provided that the powers set out in relevant clauses shall only be exercised with the written approval of the management committee of the organisation;
- xvi. Open and operate branches.

## **7. Meetings and Procedures of the Management Committee**

- a. The management committee must hold at least 4 (four) ordinary meetings per annum. A quorum at such meetings consists of more than half of the committee members, including proxies.
- b. The chairperson, or two committee members, can call a special meeting deemed necessary, but, they must inform the other management committee members of the date of the proposed meeting not less than 24 hours before it is due to take place. They must also inform the other members of the agenda of such a meeting.
- c. The chairperson shall act as the chairperson of the management committee. If the chairperson does not attend a meeting, then members of the committee who are present must decide which one of them will chair that meeting. There shall be a quorum whenever such a meeting is held.
- d. When necessary, the management committee will vote on issues. If an equal number of votes are cast regarding a particular issue, then the chairperson will have the deciding vote.
- e. Minutes of all meetings must be kept safely and be available on request to members to consult.
- f. If the management committee deems it necessary, it may decide to establish one or more sub-committees. The sub-committee must report back to the management committee on its activities.

## 8. Annual General Meetings

- a. The annual general meeting must be held once every year, not later than 6 (six) months after the end of the organisation's financial year.
- b. Because of the geographical distance that the management committee and the members of the organisation may be from each other, it will not always be possible for all the members to attend the annual general meeting. When a member cannot attend an annual general meeting he/she can put items for discussion on the agenda, and, if it is necessary to vote, he/she can vote by written proxy. Each committee member will have one vote.
- c. The organisation should deal with the following business, amongst others, at its annual general meeting:
  - i. Agree to items to be discussed on the agenda;
  - ii. Draw up a presence list and a list of apologies for absence.
  - iii. Read and confirm the previous meeting's minutes with matters arising there from.
  - iv. Operational Report.
  - v. Treasurer's Report.
  - vi. Confirmation of / possible changes to the constitution ~~that members may want to make.~~
  - vii. General.
  - viii. Elect new Office-bearers.
  - ix. Close the meeting.

## 9. Finances

- a. An accounting officer/auditor shall be appointed at the annual general meeting. His/her duty is to check/audit the finances of the organisation.
- b. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation, except for a maximum amount of R2 000-00 (Two Thousand rand), which is to be kept in a petty cash box and for which a Petty Cash Book is to be kept. The treasurer must also keep proper records of all the finances.
- c. Whenever funds are taken out the bank account, the chairperson, treasurer or a management committee member appointed by the management committee and one other management committee member of the organisation must sign the withdrawal or cheque if the amount exceeds R3 000-00 (Three Thousand Rand). If the withdrawal is R3 000-00 (Three Thousand Rand) or less the treasurer, committee member, Chief Executive Officer or a committee member appointed by the management committee can sign the withdrawal or cheque on his/her own. A maximum of R3 000-00 (Three Thousand Rand) per month, can be withdrawn in this manner without committee approval.
- d. The financial year of the organisation ends on the last day of February.
- e. The organisation's accounting records and reports must be ready and handed to the Director of non-profit organisations within six months after the financial year-end.

- f. If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Services Board Act, 1990 (Act no 97 of 1990). The organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organisation can go to different banks to seek advice on the best way to look after its funds.
- g. The organisation will issue Article 18A-receipts (SARS) to those institutions or individuals that donated money towards attaining the objectives of the organisation.
- h. The Chief Executive Officer, Treasurer and Chairperson will accept fiduciary responsibility of the organisation as long as the organisation is functional.

## **10. Trade**

- a. The organisation is entitled to, under new legislation, engage in reasonable trading activities, as described by the Act, in order to further the public benefit activity conducted by the organisation, or as part of fund raising activities conducted by the organisation. These activities will not affect the organisation's tax-exempt status.
- b. Business or trading activities will be acceptable if the gross income from all business or trading activities of the organisation is less than the greater of 15 % or the gross receipts of the organisation, or R25 000-00 (Twenty Five Thousand Rand).

## **11. Changes to the Constitution**

- a. The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- b. A written notice must go out to affiliated support groups, affiliated institutions, as well as the members of individual member grouping, no less than 14 (fourteen) days before changes are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- c. Two thirds of the affiliated support groups, affiliated institutions, as well as the representatives of individual member groupings, or written proxy will constitute a quorum. If a quorum is not met, those present will constitute a quorum after 15 minutes.

## **12. Dissolution/Winding-up**

- a. The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down. Because of the geographical distance between members, a member may nominate a committee member to represent him and to vote for him/her by proxy. This member will be seen as having attended the meeting. This constitutes a quorum. The allotment of voting will be set out in clause 5 (e) iv.
- b. When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to:
  - i. Another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be, or
  - ii. An organisation established by law as envisaged in section 10 (1) (c) A(i) of the Act, which carries on a approved Public Benefit Organisation; or

- iii. A department or administration in the national, provincial or local sphere of Government of SA.

**13. Adoption of the Constitution**

- a. This constitution was approved and accepted by members of:

**THE SOUTH AFRICAN NATIONAL LOBBY GROUP FOR PEOPLE WITH ACQUIRED BRAIN INJURIES (BIG)**

**Physical Address: 620 Koedoeberg Drive, Faerie Glen, Pretoria**

**Postal Address: P O Box 37632, Faerie Glen, Pretoria, 0043**

**Telephone/fax: 0867 222 100**

**E-mail: [big1@lantic.net](mailto:big1@lantic.net)**

**Bank Account: Standard Bank of South Africa, Lynnwood Ridge (01-24-45)**

**Account number: 41 121 686 4**

**Public Benefit Organisation Number: 18/11/13/397**

**Non Profit Organisation Number: 009-222 NPO**

at the Annual General Meeting held on 27 May 2006 and confirmed at the Committee meeting held on 03 June 2006

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CHAIRPERSON

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SECRETARY

