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|  | **Angel Starfish**  **Educare Centre** |

**Constitution**

1. **Name**
   1. The organisation hereby constituted will be called **Angel Starfish Educare Centre**.
   2. Its shortened name will be **ASEC** (hereinafter referred to as the organisation).
   3. Body Corporate

The organisation shall:

* + - * Be a separate legal entity, existing in its own right, separately from its members or office bearers;
      * Continue to exist even when its membership changes and there are different office bearers;
      * Be able to own property and other possessions;
      * Be comprised of Members who are active in supporting the aims and objectives of the organisation and will be able to appoint, hire, employ, remove, replace or reinstate appropriate honorary or paid persons to the organisation;
      * Ensure that any remuneration or payment to any person will not be excessive but regarded as generally considered reasonable in return for any services actually rendered to the organisation;
      * Be non-profit making.

1. **Objectives**
   1. The organisation’s main objective is:
   * To provide for early childhood development through the provision of day care facilities and quality pre-school education that meets Grade R requirements serving disadvantaged communities in Hout Bay, Cape Town.
   1. The organisation’s secondary objective will be to work in collaboration with other organisations that mainly deal with early childhood development.
2. **Income and Property**
   1. The organisation shall raise money, goods and services from local and international Charitable Foundations and by way of donations, fund raising activities and the like.
   2. The organisation will keep an inventory of everything it owns.
   3. The organisation may not give lend or donate any of its money or property to its members or office bearers. The only time it can do this is when it pays for approved work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
   4. Members or office bearers can only get money back from the organisation for approvedexpenses that she or he has paid for or on behalf of the organisation.
   5. Members or office bearers of the organisation do not have rights over property or equipment that belongs to the organisation.
3. **Membership and General Meetings**
   1. If a person wants to become a member of the organisation, she or he will have to ask the organisation’s management committee. The management committee has the right to refuse membership.
   2. Membership is open to all persons prepared to contribute to the organisation’s objectives.
   3. The management committee will maintain a list of members.
   4. A member may resign membership by submitting her or his resignation in writing to the management committee.
   5. Members of the organisation must attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the organisation.
4. **Management**
   1. A management committee will manage the organisation. The management committee will be made up of not less than six (6) persons consisting of a:
   * Chairperson
   * Treasurer
   * Secretary
   * At least three (3) other Members of which one (1) shall be a parent of a child attending the centre.
   1. The members of the management committee are the office bearers of the organisation.
   2. All office bearers will serve for one year, but they can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.
   3. If a member of the management committee does not attend three management committee meetings in a row, without having applied for and obtaining leave of absence from the management committee, then the management committee will find a new member to take that person’s place.
   4. The management committee will meet no less than four times per year.
   5. The management committee may hold meetings using conference calls and/or other electronic communications.
   6. More than half of the office bearers need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.
   7. Minutes will be taken at every meeting to record the management committee’s decisions. The minutes of each meeting will be circulated to management committee members within two weeks of a meeting by electronic means. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall thereafter be signed by the chairperson.
   8. The organisation has the right to form sub-committees. The proposed decisions that sub-committees take must be submitted to the management committee. The management committee must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee’s meeting. By agreeing to decisions the management committee ratifies them.
   9. All members of the organisation have to abide by directives that are given by the management committee in carrying out the mandate given by the membership.
5. **Powers of the Organisation**
   1. The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.
   2. The management committee has the power and authority to raise funds or to invite and receive contributions.
   3. The management committee has the power to buy, hire or exchange for any property that it needs to achieve its objectives.
   4. The management committee has the power to appoint, hire, employ, remove, replace or reinstate appropriate honorary or paid persons to the organisation.
   5. The management committee shall set out in writing delegated authority to staff to act to implement the strategies, plans and policies of the organisation.
   6. The management committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
   7. The management committee will decide on the powers and functions of office bearers.
6. **Meetings and Procedures of the Committee**
   1. The management committee must hold at least four (4) ordinary meetings each year.
   2. The chairperson, or two members of the management committee, can call a special meeting if they want to. But they must let the other management committee members know the date of the proposed meeting not less than 21 days before it is due to take place. They must also tell the other members of the committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.
   3. 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 choose which one of them will chair that meeting. This must be done before the meeting starts.
   4. There shall be a quorum whenever such a meeting is held.
   5. When necessary, the management committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
   6. Minutes of all meetings must be kept safely and always be on hand for members to consult.
   7. If the management committee deems it necessary, it can decide to set up one or more sub-committees. There must be at least three people on a sub-committee. Sub-committees must report back to the management committee on their activities on a regular basis.
7. **Annual General Meetings**
   1. The annual general meeting must be held once every year, towards the end of the organisation’s financial year. The organisation should deal with the following business at its annual general meeting:
   * Welcome & Opening Remarks
   * Register of Attendees and Apologies
   * Approval of Previous General Meeting’s Minutes
   * Matters arising from Previous Minutes
   * Chairperson’s report.
   * Treasurer’s report.
   * Changes to the constitution that members may want to make.
   * Election of new office bearers.
   * General.
   * Close the meeting.
8. **Finance**
   1. An auditor shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the organisation.
   2. The treasurer’s job is to control the day to day finances of the organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the finances.
   3. The management committee shall determine delegated levels of authority for all financial transactions. Whenever funds are taken out of the bank account, withdrawals or cheques shall be signed by at least two bank signatories according to the organisations delegated levels of authority for all financial transactions.
   4. The financial year of the organisation ends on 31 August.
   5. 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.
   6. 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 Institutions (Investment of Funds) Act, 1984. Or 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.
9. **Changes to the Constitution**
   1. 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.
   2. Two thirds of the members shall be present at a meeting (“the quorum”) before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in 7.3.
   3. A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
   4. No amendments may be made which would have the effect of making the organisation cease to exist.
10. **Dissolution/Winding-up**
    1. 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.
    2. When the organisation closes down it shall first pay off all its debts. If any property or money is left over having settled all debts, these assets shall be given to another non-profit organisation that has similar objectives. The general meeting shall decide the organisation to receive the organisations assets.
    3. No property or money belonging to the organisation may be paid or given to members of the organisation.

**This constitution was approved and accepted by members of Angel Starfish Educare Centre at an inaugural general meeting held on the (insert date).**

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Chairperson Secretary