



MPILONHLE CONSTITUTION

1. Name

The organisation hereby constituted will be called the Mpilonhle Organisation. Its shortened name will be Mpilonhle (hereafter referred to as the organisation).

2. Body corporate

The organisation shall exist as a body corporate and as such will:

- 2.1. Exist in its own right, and separately from its members.
- 2.2. Continue to exist through changes in its membership and office bearers.
- 2.3. Be able to own property and assets, both material and financial.
- 2.4. Be able to sue and be sued in its own name.

3. Objective, Vision, and Values

3.1. Main and secondary objectives

The main objective of Mpilonhle is to improve health and social development among youth in Umkhanyakude District.

The secondary objective of Mpilonhle is to engage with government, schools, the traditional authority, and other organizations and sectors that deal with health and social development among youth in the district.

3.2. Vision

To have youth in Umkhanyakude District free of risk of HIV, and to assist them in preparing for productive and fulfilling adult lives.



3.3. Values

Mpilonhle is committed to:

- Innovative youth-centered, schools-based interventions
- Collaboration with government, educators, learners, parents, and traditional authorities
- Financial transparency and accountability
- High quality services and critical evaluation of program effectiveness
- Adolescent friendliness
- High ethical standards
- Local leadership and capacity building

4. Organizational structure and mechanisms for governance

4.1. Board of Directors

4.1.1. The Board of Directors constitutes the highest level of authority within the organization and makes major strategic and programmatic decisions for the organization including but not limited to:

- 4.1.1.1. The existence or dissolution of the organisation.
- 4.1.1.2. Amendments to the constitution of the organisation.
- 4.1.1.3. Raising funds or inviting or receiving contributions.

4.1.2. The Board of Directors will consist of at least 5 members and will make major decisions by majority vote.

4.2. Senior Management

4.2.1. The Senior Management staff constitutes the senior management authority within the organization. Its functions include but are not limited to:

- 4.2.1.1. Supervising the major managerial functions of the organization which include but are not limited to operations, finance, programs, and monitoring and evaluation.
- 4.2.1.2. Formulating by-laws required for proper management.
- 4.2.1.3. Making decisions regarding the purchase, hire, or exchange of major assets and resources.
- 4.2.1.4. Defining junior positions, functions, and offices, committees, and sub-committees within the organization.



4.2.2. The Senior Management staff will be chaired by a Chief Management Officer (CMO) who will be appointed by the Board of Directors. The CMO will have ultimate responsibility for coordinating and overseeing the Senior Management Staff and the major managerial functions of the organization. The CMO, in consultation with the Board of Directors, shall choose the size and functions of the other members of the senior management staff, as well as appoint individuals to those positions.

4.2.3. The Senior Management staff shall make reasonable efforts to pursue wide consultation and consensus in decision-making. However, where such efforts are infeasible, impractical, or do not result in timely decisions, the CMO shall be ultimately responsible for making decisions.

4.3. The Management committee

4.3.1. The management committee shall consist of the senior management staff and other staff members below the level of the senior management staff to be chosen by the CMO to reflect a broad spectrum of interest and expertise within the organization. It shall serve as a forum for discussing important issues confronting the organization, and shall be a means whereby staff, particularly from previously disadvantaged backgrounds, can be involved in the discussion and resolution of issues facing the organization, and thereby serve as a means of managerial and organizational capacity development. It shall also serve as a means whereby managerial decision-making can benefit from the varied insights and expertise brought to the organization by its staff.

4.3.2. The CMO must make a reasonable to effort to incorporate management committee discussion and deliberation in major managerial decisions, and make such decisions by consensus within the management committee, if possible. If consensus is not possible, the CMO remains ultimately responsible for decisions, as described in section 4.2.

5. Powers of the organisation

The Board of Directors and Senior Management Staff shall take on the powers and authority needed to achieve the objectives of Mpilonhle specified in section 3.1 and in accordance with the values specified in section 3.3. These powers will be exercised according to the division of roles specified in section 4.1 for the Board of Directors and section 4.2 for the Senior Management Staff. All Mpilonhle activities will abide by South African law.



6. Assets, resource flows, and finance

6.1. The organisation will keep timely and comprehensive records of stocks and flows of its assets, including receipts and disbursements of financial resources.

6.2. The financial year of the organization begins on 1 January and ends on 31 December of each year.

6.3. The organisation shall produce annual financial reports which shall be freely available to its donor agencies, collaborators, beneficiaries, and the general public. It shall submit these reports to the Director of Nonprofit Organisations within six months after the financial year ends.

6.4. The accumulation and disbursement of assets and resources shall take place solely in pursuit of the organization's main mission and in accordance with the values specified in section 3.

6.5. The organisation's income and property will not be distributable to its members or office bearers except as reasonable compensation for services rendered.

6.6. The organisation's members or office bearers have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers

6.7. The organization's cash resources will be kept in a bank account in the name of the organization, and current financial transactions shall be conducted using this account.

6.8. Any investments of assets will only be done with registered financial institutions listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.

6.8. A Financial Officer shall be appointed by the CMO in consultation with the Board of Directors, and be part of the Senior Management staff. He or she will bear primary responsibility for ensuring conformity of Mpilonhle activities with its financial commitments as described in this section.

7. Meetings

7.1. Board of Directors' meetings will occur at least every six months, and senior management staff meetings will occur at least every other month. Each body will decide by majority rule on the rules of conduct, procedures, chairing, and agenda formation for their own meetings, and for the calling of special meetings. A majority of each group's members is needed to form a quorum and make decisions.



7.2. Minutes will be taken at every such meeting. The minutes of each meeting will be given to the relevant group 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 relevant group, and shall thereafter be signed by the chairperson of the relevant group. Minutes will be safely kept and on hand for members to consult.

8. Annual general meetings

The organization will hold an Annual General Meeting towards the end of its financial year. The organisation should deal with the following business, amongst others, at its Annual General Meeting:

- 8.1. Agree to an agenda
- 8.2. Record attendance
- 8.3. Read and confirm the previous meeting's minutes
- 8.4. Chief Management Officer's report
- 8.5. Finance Manager's report.
- 8.6. Proposed changes to the constitution if any
- 8.7. Elections of new office bearers.
- 8.8. Other issues
- 8.9. Closing the meeting

9. Changes to the constitution

The constitution can be changed by a two-thirds vote of the Board of Directors.

10. Dissolution of the organisation

10.1. The organisation may be dissolved by a two-thirds vote of the Board of Directors.

10.2. When the organisation closes down, it will discharge all financial obligations. If after doing this, there are residual assets, these will be given or transferred to another nonprofit organisation with similar objectives. The organisation's Board will choose this organisation.

THIS CONSTITUTION WAS APPROVED BY MPILONHLE ON 2 MAY 2006.

Michael L. Bennish
Executive Director
Mpilonhle