

# INTERFACE SOUTH AFRICA CONSTITUTION

## 1 INTERPRETATION

The headings to the Sections of this Constitution are for reference purposes only and do not govern their interpretation. In this Constitution, unless the context clearly indicates the contrary, any reference INCLUDES A REFERENCE TO THE PLURAL AND VICE VERSA.

### 1.1 DEFINITIONS

"Interface" Means Interface South Africa (hereinafter with its successors in title or assigns referred to as Interface). Annual General Meeting is the compulsory meeting, which the National Executive Committee is to convene annually in terms of this constitution.

**1.1.1 " National Executive Committee"** Is the Committee elected by members of Interface at its Annual General meeting in terms of this Constitution and functions in terms hereof.

**1.1.2 "Trustees"** are persons appointed by the National Executive Committee from time to time whose main function it is to deal with the acquisition/alienation of immovable and other registerable acts in a deeds registry including mortgages over the immovable property of Interface or in its favour.

**1.1.3 "Augmentative and Alternative Communication (AAC)"** is any strategy used to enhance the communication of people who have limited or no functional speech. AAC strategies can include the use of microcomputers, computer based technology, low technological aids such as picture symbols and abstract symbol systems as well as gestural and signing systems.

### 1.2 NAME AND STATUS

**1.2.1** The Name of the Association is INTERFACE SOUTH AFRICA (hereinafter with its successors in title or assigns referred to as Interface).

**1.2.3** Interface is a body corporate having perpetual succession; it is an entity distinct from its members and its assets exist independently from those of such members.

## 2 AREA OF OPERATION AND FUND-RAISING

**2.1** The area of operations and fund-raising is in South Africa and from international donors.

### 2.2 OBJECTIVES

#### 2.2.1 PRINCIPAL OBJECTIVES

To promote, undertake and/or support projects concerned with the educational, vocational, social and recreational habilitation and rehabilitation of persons with little or no functional speech through the use of Augmentative and Alternative Communication (AAC) strategies.

## **2.2.2 ANCILLARY OBJECTIVES**

To create public awareness and recognition for the necessity and benefits (such as improved productivity, independence and quality of life) of the implementation of AAC strategies for children and adults with limited or no functional speech.

To investigate current advances being made internationally in the field of AAC and related fields of expertise.

To collect, disseminate and distribute relevant information regarding AAC strategies to organisations, schools, institutions and other caregivers having similar aims and objects to Interface.

To provide services to all persons with little or no functional speech in South Africa.

To co-operate closely with schools, institutions or other care givers whose aim is to promote the welfare of persons with impairments such as cognitive impairments, cerebral palsy, autism, sclerosis, stroke or any other congenital or acquired conditions which may result in little or no functional speech.

## **3 INCOME AND PROPERTY**

**3.1** The organisation's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.

**3.2** 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.

## **4 MEMBERSHIP**

**4.1** Membership is available to any interested person, school centre or organisation, provided that their application(s) for membership has/have been approved by the regional branch or at a National Executive committee meeting, and that the relevant subscription has been paid.

### **4.2 CATEGORIES OF MEMBERSHIP**

The following categories of membership are available:

#### **4.2.1 Honorary Life Members:**

At an AGM, members may, on recommendation of the Committee, elect any person as an Honorary Life Member in recognition of any special services rendered to the Association.

#### **4.2.2 Individual Members:**

All other members, including members of the committee, branch and/or sub- committees and life members.

**4.3** The National Executive Committee determines an annual subscription, which becomes due and payable by all members in

January of each year. A period of grace of three calendar months may be allowed for the receipt of such subscriptions. The amount of such subscription is recommended by the National Executive Committee from time to time and their recommendation may be confirmed, varied or set aside by the AGM. Only Honorary Life Members are exempt from the payment of the prescribed subscription.

**4.4** The organization will continue to exist even when its membership changes, and there are different office bearers.

## **5. INDEMNITY**

**5.1** Individual members are not liable for the debts, obligations or commitments of Interface, whether financial in nature or otherwise.

**5.2** No member of Interface, including a Trustee, is liable to make good to Interface or to any person whomsoever, any loss incurred from any cause whatsoever save and except such losses as may arise or be incurred by his own personal dishonesty or other willful misconduct.

**5.2.1.** No Member or Trustee is liable for any act or omission or act of dishonesty or misconduct committed by any other MEMBER or TRUSTEE or of any person to whom any duties are allocated unless he knowingly allowed it or was an accessory thereto.

No MEMBER or TRUSTEE is liable for any loss occasioned as a result of a reduction in value or loss on realisation or the inability to recover the whole or any part of any asset of Interface or investment made pursuant to the provisions of this CONSTITUTION:

Any payment made by Interface under the bona fide but erroneous belief that the recipient is entitled thereto in terms of this CONSTITUTION may not found any actions against the MEMBERS/TRUSTEES who are not liable for any loss occasioned thereby.

## **6. AFFILIATES**

**6.1.** Interface may affiliate to any other organisations with similar objectives.

## **7. MANAGEMENT**

The management of Interface is conducted by a National Executive Committee.

**7.1** The National Executive Committee may consist of not less than five (5) and not more than twelve (12) members of whom at least one should be a person who uses AAC and from amongst whom they elect:

**7.1.1.** A Chairperson,

**7.1.2.** A Vice Chairperson,

**7.1.3.** A Treasurer,

**7.1.4.** A Secretary,

**7.2.** The National Executive Committee is appointed by the AGM and holds office for a period of two (2) years. The office bearers are elected by the incoming committee at a committee meeting and hold office for a biennial term.

**7.3.** The National Executive committee meets at least two (2) times per annum.

**7.4.** Any member of the National Executive Committee who fails to attend three (3) consecutive meetings without due cause ipso facto ceases to be a member of the National Executive Committee and the remaining members may co-opt a member in his stead.

**7.5.** The National Executive committee has a right to co-opt members to fill vacancies in the event of an AGM not electing a maximum of eight twelve (12) members.

**7.6** The National Executive Committee must appoint trustees with powers to deal with immovable property at the behest of Interface and/or its National Executive Committee.

**7.7** In the absence of the Chairperson the Vice Chairperson presides but in the absence of both the Chairperson and the Vice Chairperson, the remaining members of the committee may, under the temporary leadership of the Secretary, appoint a presiding officer for the meeting.

## **8. POWERS**

In order to give effect to its objectives the association has the following powers, some of which are specifically conferred on trustees appointed in terms hereof:

**8.1.1.** To collect and raise monies by way of bequests, donations, grants, and collections or in any other approved manner.

**8.1.2** To borrow or raise money with, or without security.

**8.1.3** To invest the funds of Interface and realise or vary such investments; in interest bearing accounts with financial institutions duly registered in terms of the Financial Institutions (Investments of Funds Act 39 of 1984 or through a licensed broker duly registered in terms of the Stock Exchanges Control Act, 1 of 1985 or future amending legislation having similar affect.

**8.1.4** To accept donations in kind.

**8.1.5** To enter into contracts and agreements in the name of Interface provided that neither a member of the National Executive Committee nor a trustee derives any financial gain from such contract.

**8.1.6** To establish sub-committees as required.

**8.1.7** To carry out any other activities necessary for the administration of Interface

**8.1.8** To establish trusts or companies or close co-operations and conduct any lawful trade or business to enable it to finance the operations of Interface and to promote the objectives for which it was founded.

**8.1.9.**For the exercise of any and all powers vested in Interface, the necessary documents must be signed by any two of the following: the Chairperson, the Vice Chairperson, the Secretary and Treasurer.

**8.2.1** Any documents for the purpose of giving effect to the registration of any act in any Deeds registry, The Registrar of Companies and Close Corporations, Trade marks and Patents registries must be signed by at least two Trustees.

**8.3. 1** All actions at law must be directed against INTERFACE SOUTH AFRICA and all actions instituted by Interface shall be instituted by INTERFACE SOUTH AFRICA.

The powers of Interface vests in the National Executive Committee PROVIDED that the National Executive Committee may delegate such powers to the Trustees, sub or ad hoc committees which it may establish for any particular purpose.

## **9. BRANCHES**

Branches/regional committees may be established subject to the following conditions:

**9.1** Permission for the establishment of a branch/regional committee may be granted by the National Executive Committee after a written request has been received and considered.

**9.2** Branch/regional committees function in terms of this constitution and in accordance with the policy of Interface.

**9.3** Branch/regional committees appoint other committees in accordance with this Constitution.

**9.5** Branch/regional committees may raise funds at their discretion and have the right to open independent bank accounts

**9.6** Each branch/regional committee may be called upon to furnish the National Executive Committee with a set of duly audited account at least one month before the AGM.

**9.7** Each branch/region should furnish the National Executive Committee with a copy of the minutes of their AGM and a copy of the Chairperson's annual report.

## **10. DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE**

The National Executive Committee must ensure that:

**10.1** Minutes of the meetings of the National Executive Committee are kept and that the relevant sections are transmitted to the branches/regional committees.

**10.2** Moines received by Interface are promptly deposited in an approved account registered in the name of Interface.

**10.3** Proper books of accounts are kept, reflecting the financial activities of the Interface and including the acquisition and/or disposal of movable and immovable property.

**10.4** The committee approves all payments and disbursements.

**10.5** No funds are raised by Interface South Africa for any purpose other than those for which provision has been made in this constitution.

**10.6** All documents relating to the financial affairs of Interface South Africa are retained for a minimum of five years.

**10.7** All accounts, books, registers and minutes of meetings are available for inspection by members of Interface.

**10.8** The Secretary must maintain a minute book and the names and addresses of all members and trustees must be kept on record, which must be up-dated quarterly.

**10.9.** The organizations financial year will end on 31 March each year

## **11. TRUSTEES**

**11.1.**Interface may appoint trustees, which comprise its auditor, chairman, treasurer and other trustees appointed by the National Executive Committee

**11.2.** The Trustees must be furnished with all the minutes of the National Executive Committee and, to enable them to certify a correct extract of any minutes, they must be furnished with copies of minutes duly confirmed and signed in which the National Executive Committee has agreed to cause any deed of transfer, mortgage bond, certificate of title and other registrable documents to be registered in a deeds registry.

The Trustees, serving as at the date hereof, remain in office unless, in case of members of the National Executive Committee, such Trustees have been replaced.

## **12. MEETINGS**

### **12.1 ANNUAL GENERAL MEETINGS**

**12.1.1.** The National Executive Committee causes an AGM of all members within six (6) months of the end of the financial year to be convened.

**12.1.2.** At least twenty-one (21) days notice of such a meeting is given by ordinary post, and contains an agenda for the meeting, which agenda shall include at least:

**12.1.3.** An annual report by the Chairperson of Interface.

**12.1.4.** The appointment of the National Executive Committee

**12.1.5.** The appointment of an Honorary auditor who must be a chartered accountant by profession.

**12.1.6.**The Chairperson presides at such a meeting, and in his absence, the Vice Chairperson presides however, In the absence of both the Chairperson or Vice Chairperson the meeting, under the leadership of the Secretary, appoints a presiding officer from amongst those present.

### **12.2 SPECIAL GENERAL MEETINGS**

Special General Meetings of Interface may be called by the National Executive Committee, or by at least fifteen (15) members eligible to vote at such a meeting. In the latter case, formal notice shall be given to the National Executive Committee, stating the business they desire to be considered at such a meeting. The National Executive Committee must give at least ten (10) days written notice to all members of such a meeting. The agenda must include specifically the business stated in the formal notice of such proposed meeting and may include any other business stated by the National Executive Committee.

### **12.3 VOTING**

Voting may be conducted either by show of hands, secret ballot or by voice vote as the meeting may determine from time to time. At all meetings of Interface, the Chairperson has a casting vote in addition to his deliberative vote.

### **12.4. QUORUM**

The quorum at any Special or General meeting of interface is 10% of the membership of Interface and in the case of branches, 10% of the membership of such branch.

**12.4.1.** The quorum at meetings of the National Executive Committee or other committees is a simple majority.

## **13. AMENDMENTS TO THE CONSTITUTION**

**13.1** The constitution may be amended at the AGM or at a General Meeting specially convened for that purpose.

**13.2** No alteration or addition may be considered unless at least twenty-one (21) days notice thereof has been given to the members, and unless at least ten (10) members have indicated their support for such alteration or addition.

**13.3** Notices as above may be given by ordinary post, and must include full details of proposed amendments, together with supporting documentation, if available.

A two-thirds majority of voting delegates present at such a meeting is necessary to effect any proposed amendments.

## **14. DISSOLUTION**

**14.1** Interface may be dissolved if at least two-thirds of the voting members present at a Special General Meeting convened for the purpose are in favour of the motion of dissolution.

Not less than twenty-one (21) days notice of such a meeting and motion shall be given to all members.

Such notice of meeting shall specifically include the motion of dissolution and a motion for disposal of Interface's assets.

**14.2** A quorum for the meeting of dissolution is two-thirds of the membership.

In the event of there not being a quorum present, the meeting must be adjourned for seven days. The members present at such an adjourned meeting constitute a quorum.

**14.3** The assets and deposit accounts of Interface remain frozen from the time of notice of such a meeting to discuss dissolution until the motion regarding disposal of the same has been carried.

**14.4** If upon dissolution there remain any assets whatsoever, after the satisfaction of all Interface's creditors and liabilities, such assets shall not be paid or distributed amongst its members but shall be donated to any non profit organisations having as their aim the care of persons with severe disability.

**14.5** If, in the opinion of the National Executive Committee or the auditor, Interface may be insolvent, the National Executive Committee must immediately give notice of a motion of dissolution, and an attorney must be appointed to attend the meeting at which dissolution is proposed.

### **Adoption of this constitution**

**This constitution was approved and accepted by members of**

**INTERFACE SOUTH AFRICA**

At an annual general meeting held on the 14<sup>th</sup> July 2006