



CONSTITUTION OF REACH FOR RECOVERY

1. NAME

The name of this organisation shall be Reach for Recovery South Africa (referred to in this constitution as “Reach for Recovery”). The organisation shall operate as an association not for gain. Its structure shall incorporate:

- 1.1 Board of Management
- 1.2 Regional Committees; and
- 1.3 Reach for Recovery Groups.

2. LEGAL STATUS

2.1 The organisation shall be an association not for gain, which is registered as a Public Benefit Organisation as contemplated in the Income Tax Act, 1962, as well as a non-profit organisation as contemplated in the Non-profit Organisations Act, 1997.

2.2 The organisation shall:

- 2.2.1 exist in its own right, separately from its members;
- 2.2.2 be able to own property and other assets;
- 2.2.3 be able to sue and to be sued in its own name;
- 2.2.4 continue to exist even when its membership changes, and there are different office bearers (i.e. it has perpetual succession);
- 2.2.5 members or office bearers of the organisation do not have rights over things that belong to the organisation; and
- 2.2.6 not give any of its money or property to its members or office bearers, except as reasonable compensation for services rendered.

3. OBJECTS

The organisation has as its primary objects:

- 3.1 the provision of practical and emotional support to persons diagnosed with breast cancer and their families;
- 3.2 the provision of breast prosthesis services;
- 3.3 providing education on primary breast health care;
- 3.4 advocating and addressing needs in breast health;
- 3.5 providing statistical information to contribute to breast cancer research.

4. BOARD OF MANAGEMENT (“BOM”)

4.1 MEMBERS

- 4.1.1 The BOM shall consist of 4 (four) elected volunteers plus at least 3 (three) but no more than 4 (four) independent nominated members who all have the requisite knowledge and skills to conduct the business of the organisation.
- 4.1.2 The Reach for Recovery members and independent members shall be elected from time to time at the Annual General Meeting of the organisation from persons that have accepted their nomination in writing at least 48 (forty eight) hours prior to the Annual General Meeting of the organisation, and who have been:
 - 4.1.2.1 recommended for appointment to the BOM by the Regional Committees, or
 - 4.1.2.2 nominated by other BOM Members.
 - 4.1.2.3 All members of the BOM shall declare all interests in the business of Reach for Recovery, and members shall declare any interest they have in business which they are aware Reach for Recovery is conducting.
- 4.1.3 The Board shall elect, by secret ballot, out of the Reach for Recovery volunteers serving as members of the BOM (i.e. not out of independent BOM members) a Chairperson and a Deputy-Chairperson, who shall act as such in respect of the BOM. The Chairperson and Deputy-Chairperson shall be elected by the Board for such terms of office as the BOM may from time to time decide, provided that such term of office shall not exceed 3 (three) years.
- 4.1.4 Members of the BOM shall be elected for a term of 3 (three) years. This may be extended by re-election for a second term. Tenure shall not exceed six (6) years.
- 4.1.5 The BOM may act despite any vacancy on their body.
- 4.1.6 The National Manager shall nominate a BOM member with financial knowledge and experience to act as the Accounting Officer of the organisation.
- 4.1.7 The BOM can co-opt members onto the board for certain skills. No more than 3 (three) members can be co-opted.
- 4.1.7 The National Manager shall not have voting powers.
- 4.1.8 All members of the BOM shall be reimbursed for all their travelling and subsistence expenses as per policy expended by them in attending meetings of the BOM and attending to other business of the organisation, as per the organisation’s policy from time to time.

4.2 FUNCTION OF THE BOM

The BOM shall, through its members

- 4.2.1 set the direction of Reach for Recovery to ensure growth of the organisation;
- 4.2.2 consider, and if appropriate, approve the associated budget and operational plan as prepared by the National Manager;
- 4.2.3 monitor and evaluate the implementation of the Reach for Recovery programmes; and
- 4.2.4 undertake performance management of the National Manager.

4.3 POWERS AND PRIVILEGES

- 4.3.1 The BOM shall have the power to wind up and dissolve the organisation, if at least two-thirds of the members present in person or by proxy and voting at a meeting convened for the purpose of considering such a matter, are in favour of dissolving the organisation
- 4.3.2 Any assets remaining after its liabilities have been met shall not be paid or given to the members or office bearers of the organisation. These assets shall be given to another non-profit organisation that has similar objective. A general meeting of members shall decide what organisation this should be.
- 4.3.3 The BOM reserves the right to impose a levy on all Region/Groups for administration purposes that National incurs. This levy can be determined annually at the Annual General Meeting.
- 4.3.4 The BOM may appoint an appropriate person to represent Reach for Recovery at national and international conferences, where this is deemed to be in the interest of Reach for Recovery.
- 4.3.5 The BOM accepts full fiduciary responsibility for the organisation.
- 4.3.6 At least three of the members of the BOM shall be unconnected persons in relation to each other as required by Section 30(3)(b)(i) of the Income Tax Act, 1962, and no single person shall control the decision-making powers in relation to the organisation.

4.4 MEETINGS

- 4.4.1 The BOM shall meet, adjourn and otherwise regulate their meetings as they shall think fit, provided they shall meet at least twice a year.
- 4.4.2 Not less than 21 (twenty one) clear days' written notice shall be given of all Annual General Meetings or meetings called for the passing of a special resolution and not less than 14 (fourteen) clear days' written notice shall be given of any other general meeting. Notice of general meetings shall be given to all regions. The notice shall specify the place, date and time of the general meeting and the nature of the business to be transacted.
- 4.4.3 The elected Chairperson shall preside at each meeting. In the absence of the Chairperson, his/her powers and duties shall devolve upon the Vice-Chairperson
- 4.4.4 Should both the Chairperson and the Vice-Chairperson be absent, the members present shall elect a presiding officer from among their number. This must be done before the meeting
- 4.4.5 Should a Board member be unable to attend for a valid reason, she/he may appoint a proxy so that at each meeting, there is a quorum.
- 4.4.6 No business shall be transacted at any BOM meeting unless a quorum is present. At least six (6) members present in person or by proxy shall constitute a quorum.
- 4.4.7 The Chairperson, or two members of the BOM, may call a Special Meeting. All members of the BOM must know the date of the proposed meeting, not less than 21 (twenty one) days before it is due to take place, and the issues to be discussed during the meeting. If these issues include the appointment of a new BOM member, then those calling the meeting must give the other BOM members not less than 30 (thirty) days' notice.

- 4.4.8 The BOM may decide to set up one or more sub-committees for specific purposes. At least one (1) BOM member shall serve on a sub-committee and they must report back to the BOM on their activities regularly.
- 4.4.9 Minutes of all meetings must be taken in a professional manner by a minute keeper appointed by Reach for Recovery, kept safely, and must be available for members to consult.

4.5 VOTING

- 4.5.1 Any resolution put to the vote shall be decided on by a show of hands, except for the election of the Chairperson and Vice-Chairperson, which shall be done by secret ballot.
- 4.5.2 Each member of the BOM shall be entitled to one (1) vote. If a Board member cannot attend, a vote must be exercised by proxy who has been appointed in writing.
- 4.5.3 In the case of there being an equal number of votes, the Chairperson shall have a casting vote.
- 4.5.4 Any changes to this Constitution must be approved by more than 50% of the BOM members at a meeting called for such a purpose. A copy of all amendments must be filed with the South African Revenue Service or their successors in title.
- 4.5.5 The decision of the BOM of Reach for Recovery South Africa concerning any query that may arise in regard to the interpretation of this Constitution shall be binding on all office bearers of the organisation.
- 4.5.6 All resolutions are effective as from the date of the resolution, save where the resolution states otherwise.

4.6 FINANCE

- 4.6.1 The BOM shall appoint a treasurer from the independent BOM members.
- 4.6.2 All monies raised shall be kept in an interest bearing account at a financial institution approved by the BOM. The interest bearing account and operational bank account of the organisation may not be kept at the same financial institution.
- 4.6.3 2 (Two) out of at least 3 (three) appointed signatures shall be needed on any financial transactions.
- 4.6.4 Meticulous records shall be kept for auditing purposes for at least 5 (five) years. These records shall be available for regular annual audits.
- 4.6.5 The BOM will approve the appointment of a qualified accountant to approve the National Financial Statements. 4.6.6 Financial statements shall be available to BOM members at one (1) of their biannual meetings, within 6 (six) months of the completed financial audit process.
- 4.6.7 The financial year of the organisation will end on March 31st each year.

4.7 ANNUAL GENERAL MEETING

- 4.7.1 The Annual General Meeting shall deal with;
- 4.7.1.1 the consideration of the annual financial statements of the organisation;
- 4.7.1.2 the consideration and approval of the report of the BOM;
- 4.7.1.3 the appointment and remuneration of the auditors of the organisation;
- 4.7.1.4 the election of the BOM Members; and
- 4.7.1.5 consideration of the levies to be imposed on groups.

- 4.7.2 All motions tabled during an Annual General Meeting or general meeting shall be reduced to writing and shall be delivered to the Chairperson of the meeting at least 48 (forty eight) hours prior to such meeting. All motions shall be seconded by at least 2 (two) members.
- 4.7.3 All business laid before any general meeting, other than an Annual General Meeting, shall be deemed to be special business and no decision may be taken during such a general meeting on any matter which was not noted in the notice send out.
- 4.7.4 80% of the members of the BOM present in person or represented by proxy, shall constitute a quorum at any general meeting.
- 4.7.5 No business shall be transacted at any general meeting unless a quorum is present.
- 4.7.6 If within 30 (thirty) minutes from the time appointed for a general meeting, or at any time during the course of a general meeting, a quorum is not present, the general meeting shall stand adjourned to a date, determined by the Chairperson of the general meeting, which shall not be earlier than 7 (seven) days or later than 14 (fourteen) days after the date of the general meeting; and shall be held at the same time and place as the general meeting was intended to be held, or at such other time and/or place as determined by the Chairperson of the general meeting.
- 4.7.7 The Chairperson or, in his absence, the Vice-Chairperson, shall preside as chairperson at every general meeting. If neither is present at the meeting the members present shall choose one of their number to act as Chairperson of the meeting.
- 4.7.8 At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded.
- 4.7.9 A declaration by the Chairperson of the general meeting that a resolution has been passed unanimously or by a particular majority, or a resolution has not been passed by a particular majority, or rejected (and an entry to that effect in the minute book), shall be conclusive evidence of that fact.
- 4.7.10 Every member present or represented by proxy at a general meeting shall have 1 (one) vote.

5. REGIONAL COMMITTEES (RC)

5.1 MEMBERS

- 5.1.1 The Regional Committee shall consist of the Chairperson of each Group in the Region in which Reach for Recovery is operating.
- 5.1.2 The Regional Committee may decide to co-opt an active Reach for Recovery volunteer onto the committee if they feel he/she will add value to the committee.
- 5.1.3 The Regional Committee shall elect, by secret ballot, from its Group representatives a Chairperson and a Vice-Chairperson, who shall act as such in respect of the committee. The Chairperson and Vice-Chairperson shall be elected by the committee for an initial term of two (2) years. This may be extended by re-election for a second term. Tenure shall not exceed four (4) years. Any further extension of the tenure shall require approval of the BOM.
- 5.1.4 All members of the Regional Committee shall be reimbursed for all their travelling and subsidence expenses expended by them in attending meetings

and attending to other business of the Regional Committee, as per policy from time to time.

5.2 FUNCTIONS OF THE REGIONAL COMMITTEE

- 5.2.1 The Regional Committees shall report directly to the National Manager as per approved structure.
- 5.2.2 The Regional Committees shall ensure smooth running of Reach for Recovery in their regions and advise the National Manager of the activities of Reach for Recovery on a regional level. The National Manager will submit reports to the BOM.
- 5.2.3 The Regional Committees shall through their members enhance communication among the Groups in their regions

5.3 POWERS AND PRIVILEGES

- 5.3.1 The Regional Committees are governed by this Constitution and shall have powers, rights and duties as may be delegated to them by the BOM from time to time.

5.4 MEETINGS

- 5.4.1 The Regional Committee shall convene twice a year.
- 5.4.2 Each committee shall decide on the most practical and effective way to notify their members of their meetings which may be either a physical meeting or teleconference.
- 5.4.3 The elected Chairperson shall preside at each meeting. In the absence of the Chairperson, his/her powers and duties shall devolve upon the Vice-Chairperson.
- 5.4.4 Should both the Chairperson and the Vice-Chairperson be absent, the members present shall elect a presiding officer from among their number. This must be done before the meeting.
- 5.4.5 No business shall be transacted at any Regional Committee meeting unless a quorum is present. 80% of the members present in person or by proxy shall constitute a quorum.

5.5 VOTING

- 5.5.1 Any resolution put to the vote shall be decided on by a show of hands, except for the election of the Chairperson and Vice-Chairperson, which shall be done by secret ballot.
- 5.5.2 Each Reach for Recovery group represented shall have only one (1) vote irrespective of the number of representatives present.
- 5.5.3 In case of there being an equal number of votes, the Chairperson shall have a casting vote.

5.6 FINANCE

- 5.6.1 The Regional Committee shall appoint a treasurer from their number to take responsibility for managing committee funds, if such funds are available.
- 5.6.2 All monies raised shall be kept in a bank account as approved by the BOM.
- 5.6.3 2 (Two) out of 3 (three) appointed signatures shall be needed on withdrawals in respect of all amounts.
- 5.6.4 Meticulous records shall be kept for auditing purposes. These records shall be available for inspection.

- 5.6.5 Financial statements shall be available to Regional Committee on a quarterly basis.
- 5.6.6 The financial year of the Regional Committee shall end on March 31st each year.
- 5.6.7 No member of the Regional Committee shall have rights over things that belong to the organisation.

6. REACH FOR RECOVERY GROUPS

6.1 FORMATION

- 6.1.1 Reach for Recovery Groups may be formed in any city or town where breast cancer surgery or treatment takes place, and where the Regional Committee deems there to be a need for a breast cancer support group. However, new groups may not be formed without the approval of the BOM.

6.2 MEMBERS

- 6.2.1 Reach for Recovery groups shall consist of carefully selected and trained volunteers who have themselves experienced breast cancer and its treatment. Volunteers that have not experience breast cancer and that are prepared to serve may join the organisation for specific functions. They too have to undergo a basic training as determined in the Volunteer Recruitment and Training Policy of the organisation.
- 6.2.2 An Executive Committee shall be elected annually by secret ballot at a Volunteers meeting.
- 6.2.3 Members of the Executive Committee shall be elected for an initial term of 2 (two) years. This may be extended by re-election for a second term (maximum 4 (four) years). Any further extension of the tenure shall require approval of the BOM.
- 6.2.4 The Executive Committee of each Reach for Recovery Group shall consist of the Chairlady, the Vice-Chairperson and 3 (three), 5 (five) or 7 (seven) committee members, depending on the size of the group
- 6.2.5 Further members may be co-opted if required.

6.3 FUNCTIONS OF REACH FOR RECOVERY GROUPS

The Executive Committee, under the Chairperson, shall

- 6.3.1 take full responsibility for the day to day running of the Group;
- 6.3.2 ensure the flow of communication between the Group and the Regional Committee with regards to Reports, statistics, financial information, and any other information as required from time to time, and
- 6.4.2 administer the Group's finances in a responsible manner.

6.4 POWERS AND PRIVILEGES

- 6.4.1 The Reach for Recovery Groups are governed by this Constitution and shall have powers, rights and duties as may be delegated to them by the BOM from time to time.
- 6.4.2 The Executive Committee of a Reach for Recovery group shall have the power to dissolve the group. The group may also be dissolved by a decision

taken at a properly constituted Volunteers meeting. On dissolution the minute books, records and all assets, once liabilities have been met, shall be handed over to the BOM of Reach for Recovery.

6.5 MEETINGS

- 6.5.1 There shall be a minimum of 5 (five) Group meetings per year.
- 6.5.2 Each committee shall decide on the most practical and effective way to notify their members of their meetings which may be either a physical meeting or teleconference.
- 6.5.3 In the absence of the Chairperson, his/her powers and duties shall devolve upon the Vice-Chairperson.
- 6.5.4 Should both the Chairperson and the Vice-Chairperson be absent from a meeting the members present shall elect a presiding officer from among their number. This must be done before the meeting.
- 6.5.5 No business shall be transacted at any Executive meeting unless a quorum is present. At least 80% members present shall constitute a quorum.

6.6 VOTING

All decisions by the Executive Committee shall be taken on a majority vote. In the case of an equal number of votes, the Chairlady shall have the casting vote.

6.7 FINANCE

- 6.7.1 The Executive Committee shall appoint a treasurer from their number to administer the group's finances in a responsible manner.
- 6.7.2 All monies shall be kept in a bank account at a financial institution as approved by the BOM.
- 6.7.3 2 (Two) out of three appointed signatures shall be needed on all withdrawals.
- 6.7.4 Meticulous records shall be kept for auditing purposes. These records shall be available for inspection.
- 6.7.5 The financial year shall end on March 31st each year.
- 6.7.6 All monies raised or donated to a specific Reach For Recovery Group shall be for the use of that particular Group or services in that specific region as per current operational plan and accompanying budget. However, the BOM reserves the right to nominate a National Project, and to impose a levy on Groups to alleviate the financial burden of the national budget.
- 6.7.7 Monies donated by national or international organisations to Reach for Recovery shall be deemed as National Funding.
- 6.7.9 No income or property may be distributed to Reach for Recovery members, except as a reasonable compensation for services rendered.

7. FUNDING

- 7.1 All funds obtained by Reach for Recovery shall be used in order further its objects.

8. WINDING UP

- 8.1 Members or Office Bearers of the organisation do 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.
- 8.2 No member of Reach for Recovery shall be personally liable for any loss suffered by any person as an act or omission which occurs in good faith while the member is performing functions for or on behalf of Reach for Recovery.