



THE CONSTITUTION
of

WORLD BURN FOUNDATION
of
SOUTHERN AFRICA

January 2004

Vision Statement

The World Burn Foundation of Southern Africa strives to be the premier support for burn trauma.

Mission Statement

To provide primary, secondary and tertiary prevention of burn trauma by:

- Compiling and interpreting research related to burn trauma
- Developing pertinent programmes and specific interventions
- Supporting statistical and actuarial research
- Working concertedly towards integration
- Facilitating and encouraging best practices
- Sharing the unique knowledge we accumulate through a variety of activities
- Developing a tertiary scholarship programme for those who wish to further the mission of the WBF
- Fostering international relations between cognate organisations

Credo

The statement of belief

We believe our primary responsibility is to prevent burns. In meeting this objective everything we do must be of the highest quality. Additional, we must constantly strive to develop innovative and meaningful activities; programmes and interventions that serve the cause of those who suffer burn trauma.

We believe we have a responsibility to our colleagues to nurture their skills and competencies; to respect them as individuals and to do all we can to fulfil their needs within the organisation. We also believe that we owe it to our colleagues to compensate them as fairly as we can afford for the work they do and to provide working conditions that are orderly, clean and safe. We must encourage our colleagues to make suggestions and lodge complaints when necessary. We must provide equal opportunities to employ people who can make a contribution to our work. We must be mindful of ways to help employees fulfil their family responsibilities and, we must provide competent management.

We believe that we are responsible to the communities in which we live and work and to the world community as well. We must be good citizens and encourage civic responsibility - especially in initiatives that will assist people who have experienced burn trauma.

Our final responsibility is to our donors and our benefactors. We believe that business must make a sound profit and that we should afford our donors every opportunity to expose their brand(s). We must use our funds judiciously to design, pilot, and assess appropriate programmes and/or activities that make optimal use of the funds we receive. We must also keep accurate and honest records of all monies received and diligently produce reports in keeping with our donor agreements. We must also be meticulous about our stewardship.

CONSTITUTION

1. Name

1.1 The organisation hereby constituted will be called **World Burn Foundation of Southern Africa**.

1.2 Its shortened name will be **WBFSA** (hereinafter referred to as the organisation).

1.3 Body corporate

The organisation shall:

1.3.1 Exist in its own right, separate and distinct from its members.

1.3.2 Continue to exist even when its membership changes and there are different office bearers.

1.3.3 be able to own property and other possessions.

1.3.4 be able to sue and be sued in its own name.

2. Objectives

2.1 The organisation is a public, non-profit organisation established for the sole object of preventing burn injuries and assisting or aiding burn survivors, their families and peers within the Republic, and, to the extent it complies with the Income Tax Act (as amended), throughout Southern Africa.

Without derogating from the generality of the foregoing, the following shall be further specific objectives of the organisation:

To inspire, encourage, facilitate, and promote all forms of fire and burn prevention and care for Burn Survivors with a view to preventing and alleviating human suffering through fire and other sources of burn injuries and thereby contributing to the maintenance and the promotion and protection of the safety of the general public.

2.2 The organisation's secondary objectives will be:

2.2.1 to act as the permanent body of liaison, co-ordination and study among the member Societies within Southern Africa and to give them assistance;

2.2.2 to encourage and promote in every country within Southern Africa the establishment and development of an independent and duly recognised National Society;

2.2.3 to bring relief by all available means to all affected by burns, thereby providing rescue and/ or care for persons in distress;

2.2.4 to assist the National Societies in their work, in the organisation of their relief actions and in the relief operations themselves;

2.2.5 to organise, co-ordinate and direct international relief actions in accordance with the "Principles and Rules of the International World Burn Foundation (IWBF)" adopted by the International Conference", thereby promoting the provision of disaster relief;

2.2.6 to encourage and co-ordinate the participation of National Societies in activities for safeguarding public health in co-operation with their appropriate national authorities;

2.2.7 to encourage and co-ordinate between National Societies the exchange of ideas for the education of children and young people in fire prevention and care for burn victims and for the development of friendly relations between all people of all countries;

2.2.8 to assist National Societies to recruit members from the population as a whole and inculcate the Fundamental Principles and ideals of the WBFSA

2.2.9 to assist in the promotion and the development of international fire safety and burn prevention standards and to disseminate these standards and the Fundamental Principles, in accordance with the agreements concluded with other components of the IWBF and

2.3 to carry out the mandates entrusted to it by the International Conference of the IWBF.

3. Income and property

3.1 The organisation will keep a record of everything it owns.

3.2 The organisation may not share any of its money or property amongst its members or office bearers, unless it pays for work that a member or office bearer has done for the organisation. Any remuneration must be a reasonable amount for the work that has been done.

3.3 A member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation.

3.4 Members or office-bearers have no rights in the property or other assets of the organisation solely by virtue of them being members or office-bearers.

3.5 The organisation intends to apply to the Commissioner of South African Revenue Services for exemption from appropriate taxes and duties. To this end the provisions set out in the attached **Schedule A** shall bind the organisation, and shall qualify this constitution.

4. Membership and General Meetings

4.1 If a person wants to become a member of the organisation, she or he will have to apply to the organisation's EXCO. The EXCO has the right to decline any application for membership.

4.2 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.

Organisational structures and mechanisms for its governance

5. Management

5.1 An Executive Committee, (referred to as EXCO) will manage the organisation. The EXCO will be made up of not less than **3** members. They are the office bearers of the organisation.

5.2 Office bearers will serve for two years, 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 continuously. This is so long as their services are needed and they are willing to give of their services.

5.3 If a member of the EXCO does not attend three successive EXCO meetings, without having applied for and obtaining leave of absence from the EXCO, then the EXCO will find a new member to take that person's place.

Manner in which decisions are to be made

5.4 The EXCO will meet at least once a month. Two thirds of the EXCO need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.

5.5 Minutes will be taken at every meeting to record the EXCO's decisions. The minutes of each meeting will be given to EXCO members at least one week after the meeting. The minutes shall be confirmed as a true record of proceedings, at the next meeting of the EXCO, and shall thereafter be signed by the proposer, seconder and the Chairperson.

5.6 The organisation has the right to form Portfolio Committees. The decisions that Portfolio Committees take must be given to the EXCO. The EXCO must decide whether to agree to them or not at its next meeting. This meeting should take place at the EXCO's next meeting after the Portfolio Committee's meeting. By agreeing to decisions the EXCO ratifies them.

5.7 All members of the organisation have to abide by decisions that are taken by the Board of Trustees.

6. Powers of the organisation

The EXCO 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.

6.1 The EXCO has the power and authority to raise funds or to invite and receive contributions.

6.2 The EXCO has the power to buy, hire or exchange for any assets that it needs to achieve its objectives.

Procedure for acquiring and controlling assets

6.2.1 All assets purchased will be in accordance with ethical and effective procedures and in accordance with adopted WBFSA policies.

6.2.2 A register of assets will be maintained and updated accordingly.

6.3 The EXCO has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

6.4 The Board of Trustees will decide on the powers and functions of office bearers.

6.4.1 Members or office-bearers do not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office-bearers of the organization.

6.4.2 The appointment of office-bearers and tabulation of their respective functions to be decided by the EXCO.

6.4.3 Circumstances and the manner in which office-bearers may be removed from office, provision for appeals against such removal, procedures for such appeals and the body to which such appeals can be made will be referred to the relevant National statutes of the Republic of South Africa (i.e. Labour Relations Act, relevant law)

6.4.4 Office-bearers are 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 organization.

7. Meetings and procedures of the committee

7.1 The EXCO must hold at least twelve ordinary meetings each year.

7.2 The chairperson, or two members of the committee, have the powers to call a special meeting if necessary. However, the EXCO members must be informed of the date of the proposed meeting not less than 7 days before it is due to take place. The members of the committee must also be informed of which issues will be discussed at the meeting.

7.3 If the chairperson does not attend a meeting, then members of the committee who are present will decide which one present will chair that meeting. This must be determined before the meeting starts.

7.4 There shall be a quorum of two thirds whenever such a meeting is held.

7.5 When necessary, the EXCO will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.

7.6 Minutes of all meetings must be filed appropriately and always be on hand for members to consult.

8. Annual general meetings

8.1 The annual general meeting must be held once every year, towards the end of the organisation's financial year.

8.2 The organisation should deal with the following business, amongst others, at its annual general meeting:

8.2.1 Agree to the items to be discussed on the agenda.

8.2.2 Record the names of all whom are present and those that have sent apologies.

8.2.3 Read and confirm the previous meeting's minutes with matters arising.

8.2.4 Chairperson's report.

8.2.5 Treasurer's report.

8.2.6 Changes to the constitution that members may want to make.

8.2.7 Elect new office bearers.

8.2.8 General.

8.2.9 Close the meeting.

9. Finance

9.1 An external auditor shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the organisation.

9.2 The accountant's responsibility is to control the day to day finances of the organisation. The accountant shall arrange for all funds to be deposited into a bank account which shall be opened

in the name of the organisation, and through which the organisation shall conduct its financial transactions. The accountant must also keep the appropriate and proper records of all the finances.

9.3 Whenever funds are withdrawn from the bank account, the chairperson and at least one other member of the organisation must **sign** the *withdrawal slip* or *cheque*.

9.4 The financial year of the organisation ends on the **28 February** each year (full 12 months period).

9.5 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.

Provisions for making investments

9.6 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 financial institutions to seek advice on the best way to look after its funds.

Procedure for changing the constitution

10. Changes to the constitution

10.1 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.

10.2 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 7.2

10.3 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.

10.4 No amendments may be made which would have the effect of making the organisation cease to exist.

Procedure by which the organisation may be wound up or dissolved

11. Dissolution/Winding-up

11.1 The organisation may close down if the Board of Trustees vote at a meeting convened for the purpose of considering such a matter, are in favour of closing down.

11.2 If the organisation closes down it has to settle all its debts. Surplus property or money should not be paid or given to members of the organisation.

Surplus property or money will be handed over to the *Board of Trustees* who will then ensure that any funds, property or equipment left over will be utilised within the Republic of South Africa to aid burn prevention and rehabilitation. Should the organisation become an approved public benefit organisation, its remaining assets shall be distributed to either of the following organisations having a responsibility to burn prevention and rehabilitation:

- 11.2.1 a similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act (as amended); or
- 11.2.2 any institution, board or body which is exempt from tax under the provisions of section 10 (1) (cA), which has as its sole or principal object the carrying on of any public benefit activity; or
- 11.2.3 any department of state or administration in the national or provincial or local sphere of government of the Republic.

This will be at the discretion of the Board of Trustees.

International Affiliation

International World Burn Foundation

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**Schedule A:
Requirements of the Commissioner of South African Revenue services for Exemption from
Taxes and Duties**

As contemplated in section 3.5 of the constitution the organisation intends to apply to the Commissioner for exemption from taxes and duties. In compliance with the anticipated requirements of the Commissioner in respect of such exemptions, the following provisions shall bind the organisation, and the organisation shall therefore:

1. Carry on its public benefit activities (or substantially the whole thereof) in the Republic unless the Minister of Finance having regard to the circumstances of the case directs otherwise.
2. Carry on its public benefit activities in a non-profit manner.
3. Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its objects.
4. Submit to the Commissioner a copy of this Constitution under which the Association has been established.
5. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Association, and no other single person directly or indirectly controls the decision making powers relating to that organisation.
6. In the event of the Association investing funds, invest such funds:
 - 6.1 with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990); and/or
 - 6.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); and/or
 - 6.3 in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations; provided that the provisions of this sub-paragraph do not prohibit the Association from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.
7. Be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that:
 - 7.1 the gross income derived from such business undertaking or trading activity does not exceed the greater of:
 - 7.1.1 Fifteen percent (15%) of the gross receipts of the Association; or
 - 7.1.2 Twenty Five Thousand rand (R25 000,00);

- 7.2 the undertaking or activity is:
 - 7.2.1 integral and directly related to the sole object of the Association; and
 - 7.2.2 carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;
- 7.3 the undertaking or activity, if not integral and directly related to the sole object of the Association as contemplated in clause 3, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or
- 7.4 the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to:
 - 7.4.1 the scope and benevolent nature of the undertaking or activity;
 - 7.4.2 the direct connection and interrelationship of the undertaking or activity with the sole purpose of the Association;
 - 7.4.3 the profitability of the undertaking or activity; and
 - 7.4.4 the level of economic distortion that may be caused by the tax-exempt status of the Association carrying out the undertaking or activity.
- 8. Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on or any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 9. Be required to submit to the Commissioner a copy of any amendment to this Constitution under which it was established.
- 10. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act 58 of 1962, as amended, or any other Act administered by the Commissioner.
- 11. Has not and will not pay any remuneration as defined in the Fourth Schedule, to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 12. Comply with such reporting requirements as may be determined by the Commissioner.

13. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in section 30(b)(iii) of the Income Tax Act 58 of 1962, as amended, are utilized for the purpose for which they are provided.
14. Become registered in terms of section 13(5) of the Non-Profit Organisations Act 71 of 1997, as amended, within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act, unless the Commissioner in consultation with the Director or Nonprofit Organisations designated in terms of section 8 of the Nonprofit Organisations Act, 1997, on good cause shown, otherwise directs.
15. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.
16. Ensure that any books of account, records or other documents relating to its affairs are:
 - 16.1 where kept in book form, retained and carefully preserved by any person in control of the organisation, for a period of at least four years after the date of the last entry in any such book; or
 - 16.2 where not kept in book form, are retained and carefully preserved by any person in control of the organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.

This constitution was approved and accepted by members of the World Burn Foundation of Southern Africa

At a special (general) meeting held on ----- Day/Month/Year

Chairperson

Secretary

Treasurer