

**CONSTITUTION
OF THE
SOUTH DURBAN COMMUNITY ENVIRONMENTAL ALLIANCE**

NAME: The name will be the **South Durban Community Environmental Alliance (SDCEA)**

MISSION:

To unite, capacitate and add value to communities and the initiatives of participating organisations, so that environmental and social justice are practiced in the South Durban area to ensure development and practice that is sustainable and just.

1. AIMS AND OBJECTIVES:

1.1 SDCEA is an alliance established to:

- a) service the common interests of participating civil society organisations in the south Durban area;
- b) improve the communication flow and sharing of strategic information between participating organisations and support networks to be more informed and effective;
- c) and provide a common structure through which different sectors of civil society can explore, strengthen and promote matters of common interest relating to environmental justice and sustainable development.

1.2 The Aims of SDCEA are to:

- a) create a culture of environmental justice and sustainability;
- b) provide support and assistance to community-based organisations, non-governmental organisations, trade unions, faith based organisations, schools, youth groups, women's groups and any other non-profit sector of civil society that has an interest in promoting environmental and social awareness, and sustainable and just development in South Durban.
- c) perform an educational role in promoting an understanding of the inter-related nature of social, political, environmental and economic factors limiting or enabling the achievement of a sustainable, equitable and just society, and to promote the wise use and conservation of natural resources.
- d) engage with other role players - including but not limited to the local authority, provincial and national government, industry and commerce - in order to promote a healthy, safe and sustainable environment.

1.3 In seeking to carry out the above primary aims, SDCEA shall have the following ancillary objectives:

- a) To extend the existing Alliance capacity in environmental justice within and across different sectors of civil society and with organisations and networks sharing similar values and aims;

- b) To strengthen, through promoting solidarity and strategic flows of appropriate information, the voice and lobbying capacity of Alliance participants on issues affecting the environment and sustainable development;
- c) To assist in co-ordinating, improving and strengthening the participation of all sectors of South Durban's civil society in local development, with a particular emphasis on integrating environmental sustainability and social justice.

2. PARTICIPATION

2.1 Participation in the SDCEA is open to non-profit, non-governmental and community-based organisations and networks; as well as individuals who do not belong to any organisational structure but who wish to make a meaningful contribution to the organisation.

2.2 Non-profit, democratic, civil society organisations and individuals who accept and promote the values contained in the SDCEA mission statement, aims and objectives may apply to become participant members by completing a Membership application form and by lodging this with an Alliance member or the SDCEA staff.

2.3 A minimum requirement to be considered a participant in the SDCEA is the sharing of appropriate information with other participants in the Alliance. Participant organisations and individuals are encouraged to express solidarity with, and where possible, support communities and other organisations engaged in struggles against common environmental injustices.

2.4 The Steering Committee of SDCEA may approve or reject applications for participant member status in the Alliance.

2.5 The Steering Committee of SDCEA will be empowered to expel a participating organisation or individual by a 2/3 majority.

3. LEGAL PERSONALITY AND AFFILIATION:

3.1 SDCEA is a registered non-profit service organisation which derives its reason for existence and legitimacy from the mandates given to it by:

- The participants at the founding public meeting held at the Ecumenical Centre, Durban, in November 1996.
- Subsequent strategic and Biennial General Meetings of participating member organisations.

3.2 SDCEA shall not independently affiliate to any other organisation other than on the authority of the Steering Committee, subject to ratification of the Biennial General Meeting.

3.3 SDCEA shall not affiliate to any political party or engage in political party activities.

4. SDCEA STRUCTURE

SDCEA shall consist of the following structures:

4.1 Steering Committee (SC)

4.1.1 The SC shall be elected and mandated for a period of two years at the Biennial General Meeting of participant member organisations.

4.1.2 The SC is autonomous in deciding its own priorities and programmes.

4.1.3 The SC shall comprise a minimum of six representatives or individuals, with every affiliated organisation having at least one but preferably two representatives, who together represent the shared interests of the SDCEA.

4.1.5 The SC shall approve budgets and financial statements, and where resources enable such, employ a co-ordinator and any other staff to fulfil tasks as determined by it.

4.1.6 The SC shall meet at least six times each year.

4.1.7 A quorum shall comprise at least five members.

4.1.8 In the event of elected members ceasing to be active in SDCEA structures, the SC may:

- a) Write and request the relevant organisation to nominate an alternative representative within 21 days from the date of the letter;
- b) Replace that representative or organisation by co-opting an additional representative or participating organisation until the next BGM.

4.1.9 The SC may co-opt additional representatives and individuals whose skills are needed in specific sub-committees.

4.1.10 The SC shall aim to make decisions by consensus. In the event of consensus not being reached, an open vote by show of hands shall be taken.

4.2 Office Bearers

The Steering committee shall elect the following office bearers:

- Chairperson
- The Vice Chairperson
- Treasurer
- Vice Treasurer

4.3 Executive of the Steering Committee (EC)

4.3.1 This committee may be established by the SC to assist and guide the Co-ordinator in making pressing and important policy and operational decisions which require collective decision making and responsibility, but are unable to be deferred to the next SC meeting.

4.3.2 Consultation on such urgent and important matters may be by means of telephonic or electronic conference or in sequence where members are unavailable at the same time. The Co-ordinator shall submit a written record of decisions taken to the next SC meeting.

4.3.3 This committee shall be comprised of the Co-ordinator, Chairperson, Deputy Chairperson, Treasurer, and Deputy Treasurer.

5. POWERS AND DUTIES

5.1 The Steering Committee shall have the authority to:

- a) Over-rule any decision of a sub-committee or the Co-ordinator;
- b) Appoint sub-committees and delegate powers to such sub-committees, including the Executive Committee;
- c) Co-opt further members and volunteers to sub-committees of the Steering Committee and terminate the membership of any co-opted person on such sub-committees;
- d) Consider, amend and approve the budget and financial statements of SDCEA or refuse to do so;
- e) Do all the things that are necessary or incidental in order to achieve the aims and objectives of SDCEA.

5.2 The powers and duties of the Chairperson shall be to:

- a) Preside over all meetings of the steering committee, and be acquainted with and follow the rules of procedure applicable to the conduct of such meetings.
- b) Present an annual report on the activities of SDCEA at the Biennial General Meeting.

5.3 The powers and duties of the Vice chairperson:

- a) The Vice Chairperson shall deputise for the Chairperson in their absence.
- b) Should the Chairperson resign or vacate office for any other reason, the Vice Chairperson shall act in the position of Chairperson, until a general meeting of members is convened for the purpose of electing a Chairperson.

5.4 The powers and duties of the Treasurer

The Treasurer's role is to work with the Co-ordinator, the Accountant, the Administrator and the Committee to ensure that the SDCEA is able to carry out the projects it has contracted to perform, resulting in greater benefits to the wider community. The Treasurer must oversee the financial administration of the organisation, review procedures and financial reporting, and advise the steering committee on financial strategy and fundraising.

In all of these areas the Treasurer is responsible for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practice and legal requirements.

It is noted that while financial management is the primary focus of the Treasurer, financial management is a team responsibility and the entire steering committee shares accountability for the financial health of the organisation.

The Treasurer keeps a watching brief on the finances of the organisation and monthly accounts to ensure that the staff and/or accountants that are employed to do so are properly managing the daily transactions, financial record keeping and procedures of the organisation in order to:

5.4.1 Oversee financial administration

- a) Keep up-to-date records as well as an audit trail for all transactions
- b) Protect the organisation against fraud and theft, ensuring safe custody of money, and prompt banking
- c) Management of banking accounts to ensure that funds are invested appropriately to the needs of the SDCEA and specific requirements of donors, with up-to-date and mandated signatories
- d) Make sure the Steering committee understands its financial obligations
- e) Make sure the organisation pays income tax to SARS
- f) Review all internal processes and reporting methods at least annually through an external auditor.
- g) Keep up to date records of fixed assets and ensure their safe-keeping; and where appropriate maintenance and insurance.

5.4.2 Review procedures and financial reporting

- a) Control expenditure, such as who can authorise spending, and who can sign cheques.
- b) Ensure there are systems in place for keeping cash and chequebooks securely.
- c) Ensure use of funds complies with conditions set by funding bodies
- d) Ensure that the following are being tracked:
 - How much SDCEA owns.
 - How much money it can access.
 - The main sources of income.
 - What SDCEA spends money on.
 - How much money SDCEA owes.

5.4.3 Advise the Committee on financial strategy and fundraising

- a) Ensure that reports for the Committee and funders are prepared that outline the current financial situation, look at possibilities for future income and draw people's attention to potential risks or opportunities.
- b) Ensure that donations of whatever form do not compromise the independence, objectives or values of the SDCEA.
- c) The Treasurer, the Chair, other members of the Committee, the Accountant, the Administrator and staff must work together to develop a budget, and monitor and evaluate financial progress. The budget will develop from the Strategic Plan, so the Treasurer must work with the Committee to develop an organisational strategy and set goals.
- d) Present an overview of the financial health of the organisation at the Biennial General Meeting.

6.2.2 The Chairperson shall convene a Special General Meeting by order of the Committee or on request of two third bona fide members, who shall state their reasons in writing for calling such a meeting.

6.2.3 Seven (7) days clear notice to be given thereof specifying the venue, date, time and business of the meeting.

7. GENERAL LIMITATIONS

7.1 The property and the assets of the SDCEA shall be used solely in the furtherance of the aims and objectives set out in this Constitution and no possession thereof shall vest in any participant in the SDCEA.

7.2 In the event of the winding up or liquidation or dissolution of SDCEA, the remaining capital assets of SDCEA will be given or transferred to another registered not-for-profit organisation with objectives similar to those of SDCEA.

7.3 It is expressly forbidden that any profits or gains accruing to SDCEA be distributed to any person, such funds to be used solely for the objectives for which SDCEA was established.

7.4 Any participant in SDCEA shall be indemnified against all losses, costs and damages which they suffer by reason of the exercise by them, in good faith of the powers and duties imposed on them by the Constitution.

7.5 SDCEA may not have the power to carry on any business, including inter alia, ordinary trading operations in the commercial sense, speculative transactions, or dividend stripping activities.

8. FINANCE

8.1 The funds of SDCEA shall be made up of all the monies received by means of donations and in any other lawful manner.

8.2 The funds of SDCEA shall be applied to the payment of the necessary capital and current expenses of SDCEA as may be decided upon by the Executive and where appropriate, the Co-ordinator, subject to the following:

- a) There shall be four signatories of which a minimum of any two must sign. The Chairperson and Treasurer, shall be the primary signatories to SDCEA banking account. All cheques, contracts, agreements and documents binding SDCEA legally, at least 2 persons from the Executive Committee.
- b) All cheques shall be issued by the signatories of the Executive upon receipt of a written request signed by the Co-ordinator. All payments made in cash or otherwise, and submitted for reimbursement from the account, shall be supported by a voucher.
- c) All money raised and received in the name of SDCEA shall be receipted by the Co-ordinator, within seven days of the money having been received, and shall be deposited into the

appropriate account within seven days of receipt and a statement of monies banked, shall be entered into the financial records of SDCEA.

- d) A statement of the income and expenditure and the financial position of SDCEA shall be prepared by a registered accountant and submitted to the SDCEA treasurer on a quarterly basis, or according to the terms of individual funder's contracts.
- e) The accounts of SDCEA shall be audited annually, within 3 months of the financial year ending 31 December, by a registered accountant appointed by the Executive.

8.3 Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.

9. MISCONDUCT AND DISPUTES

9.1 A member shall be guilty of misconduct if he / she:

- a) is found to have acted, behaved or conducted himself / herself improperly, inappropriately or in a manner unbecoming of a member to the organisation.
- b) has made unauthorized and unsubstantiated statements to the media or public regarding the affairs of SDCEA.
- c) has misappropriated, squandered or is unable to account for SDCEA funds in his/her care.
- d) has in any way acted in a manner designed to, or capable of bringing the good name of SDCEA into disrepute.
- e) has behaved in any unruly, disruptive and /or vindictive fashion at any meeting, which behaviour is deemed by a majority of members to be unacceptable.
- f) solicits donations or contributions in the name of the SDCEA without the knowledge or authority of the steering committee.
- g) any other conduct deemed by the Steering committee to be offensive, abusive and /or unbecoming.

10. DISCIPLINARY PROCEDURE

10.1 Any misconduct alleged against a member, shall be brought before the steering committee by way of a written motion.

10.2 The SC shall cause a proper investigation and evaluation of the allegation to be carried out and tabled before the committee and may appoint a sub-committee for this purpose.

10.3 The SC shall deliberate on the motion and choose any of the following options :

- a) In the event of the allegation of misconduct being made against any executive member an independent arbitrator shall be appointed to deliberate on the enquiry.
- b) Where the SC deems the offence to be trivial or less serious, the committee may by consensus take a decision to caution or censure the offender.
- c) Where the allegations are of a serious nature, the SC shall appoint, a disciplinary committee to receive evidence and adjudicate on the said misconduct.
- d) The SC shall cause a detailed mandate and terms of reference to be supplied to such disciplinary committee.

- e) In all instances where there is a dispute or misconduct involving two or more members, the SC shall appoint an independent arbitrator.

10.4 The SC shall, as soon as possible after the disciplinary committee or arbitrator has deliberated, convene a meeting to consider the report and recommendations of the disciplinary committee or arbitrator and take the necessary decisions.

11. SANCTION

11.1 All decisions to sanction or exonerate a member charged with misconduct shall be taken at a full SC meeting.

11.2 The SC shall have the power and authority to hand down the following sanctions:

- a) Resolve to expel or suspend a member from office based on a two thirds majority of voting members.
- b) Reprimand and censure the offending member in writing.
- c) Caution and counsel the offending member.
- d) Take legal action or proceed with criminal charges.
- e) Take any other steps as it may deem expedient and appropriate.

11.3 The decision of the SC shall be binding on all parties.

12. AMENDMENTS TO THE CONSTITUTION

12.1 Any amendment or addition to this constitution may only be made at a Biennial General Meeting or Special General Meeting and must be passed by a two third majority of those members present there to vote.

12.2 Any proposed additions or amendments shall be submitted in the form of a memorandum to the Co-ordinator at least (7) days before the Biennial or Special General Meeting.

12.3 Extracts of the proposed addition/amendments shall be attached to the Notice covering the Biennial/Special General Meeting.

13. MATTERS HEREIN NOT PROVIDED FOR

Any matter not herein provided for, whether or not in conflict with this document, but is of a nature to alter any issue of policy shall be dealt with at a Special General Meeting called specifically for that purpose.

This constitution was amended and ratified at a Special General Meeting held at John Dunn House, in Austerville on the 4th of November 2014.

SIGNED BY THE EXECUTIVE COMMITTEE:



Vanessa Black – Chairperson



Shirley Petersen – Vice Chairperson



Brenda Pratt – Treasurer



Colleen Naidoo – Deputy Treasurer



Desmond D'Sa – Office Co-ordinator

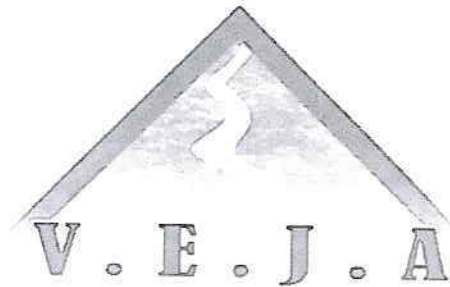
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Vaal Environmental Justice Alliance

CONSTITUTION

NAME : Vaal Environmental Justice Alliance (VEJA)

LOGO :



ADDRESS : 54 President Kruger Street
Russels Building
Room 24 Second Floor
1900
Tel: 016 933 9079
Fax 016 931 2653

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Vaal Environmental Justice Alliance
VEJA

Constitution

Mission

To unite communities to ensure environmental justice in the Vaal Community organizations.

We are a shared resource established to serve the common interests of participating NGOs and CBOs in the Vaal Triangle concerning environmental issues.

Preamble

The Vaal Environmental Justice Alliance is a shared resource established to service the common interests of participating non-governmental and community – based organizations in the Vaal on matters concerning environmental issues and sustainable development.

VEJA is a network in the sense that it seeks to improve the strategic information and communication functions of participating organizations.

1. NAME DOMICILIUM AND LEGAL STATUS

- 1.1. The name of the Organisation is Vaal Environmental Justice Alliance (“VEJA”)
- 1.2. The physical address of VEJA and *domicilium citandi et executandi*, for purposes of service of all documents and notices on VEJA, is the following:

54 Russels Building
President Kruger Street
Second Floor Room 24
Vanderbajjlpark
1900

1.2.1. VEJA’s further contact details are as follows:

Tel : 016 933 9079
Fax : 016 931 2653
E-mail: veja.environment@gmail.com

- 1.3. VEJA is a body corporate with an identity distinct and separate from its members and/or office bearers. VEJA shall, *inter alia*:



- 1.3.1. Be a non-profit organization which derives its reason for existence and legitimacy from the mandates given to it by its members by agreement at Annual General Meetings and other decision-making fora;
- 1.3.2. Continue to exist even when its members or office-bearers change and/or take on different positions in office;
- 1.3.3. Be capable of owning property and other assets in its own name;
- 1.3.4. Have the legal capacity to sue and be sued in its own name; and
- 1.3.5. Not independently affiliate to any other organization other than on the authority of the Steering Committee, subject to ratification of the bi-annual general meeting.

2. OBJECTIVES

- 2.1. VEJA has as its objectives the following:
 - 2.1.1. Promoting a culture of environmental awareness and sustainable development;
 - 2.1.2. Providing a local network of support and assistance to community-based organizations, non-governmental organizations, trade-unions, religious groupings, women groupings and any other non-governmental awareness and sustainable development initiatives in the Vaal Triangle;
 - 2.1.3. Performing an educational role in promoting an understanding of the inter-related nature of social, political, environmental and economic factors limiting or enabling the achievement of a sustainable, equitable and just society, and in promoting the wise use and conservation of natural resources; and
 - 2.1.4. Engaging with other role players including but not limited to the local government, provincial and national

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government, industry and commerce, in order to promote a healthy, safe and sustainable environment.

2.2. In seeking to carry out the above primary objectives, VEJA shall have the following ancillary aims and objectives:

2.2.1. To extend the existing alliance capacity around environmental issues and sustainable development within and across different sectors of Vaal civil society and with organizations and networks sharing similar values and aims in the Vaal.

2.2.2. To strengthen, through promoting solidarity and strategic flow of appropriate information, the voice and lobbying capacity of VEJA participants on issues of an environmental and sustainable development nature.

2.2.3. To assist in coordinating, improving and strengthening the participation of all sectors of Vaal civil society in the reconstruction and development, with a particular emphasis on promoting sustainable development and environmental justice.

3. INCOME AND PROPERTY

3.1. VEJA will keep all records of income and assets.

3.2. The property and income of VEJA are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.

3.3. Any disbursements of VEJA's income or property to its members for services rendered must be a reasonable and fair compensation in relation to the services rendered.

3.4. A member of VEJA is only entitled to be reimbursed for expenses that he or she has incurred personally and on behalf of VEJA or in performing his/her duties as a VEJA member or office-bearer.

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- 3.5. Members or office-bearers of VEJA have no rights in the property or other assets of VEJA solely by virtue of their being members or office-bearers.

4. MANAGEMENT AND ORGANISATIONAL STRUCTURE

VEJA shall be comprised of the following structures:

- 4.1. The Steering Committee ("SC")
- 4.1.1. The SC shall be comprised of individual members of affiliate organizations of VEJA. This shall include at least one member per organization. Individual members of the community may join but may not vote as members of the SC.
- 4.1.2. The SC will be made up of a minimum of six members, and every participant organization must have at least one participant to represent that organization, together representing the shared interests of VEJA in the region.
- 4.1.3. The SC is autonomous in deciding its priorities and programmes. It recognizes the differences in approach and capacity of civil society in the region and will make every effort to accommodate such within the confines of this constitution.
- 4.1.4. The SC shall be elected and mandated by the participant organizations in the region. Members of the SC shall hold office for a period of two (2) years.
- 4.1.5. The SC shall meet on a monthly basis. Decisions shall be made by means of a majority vote, and a quorum shall comprise at least five (5) members, each of these members representing one affiliate organization.
- 4.1.6. Changes to the composition of the SC and its office-bearers will have no impact of VEJA's status as an organization.
- 4.1.7. In the event of elected members ceasing to be active in VEJA structures, the SC may:

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- 4.1.7.1. write to the participating affiliate organization from which that representative comes and request that they nominate an alternate representative;
- 4.1.7.2. replace that representative or organization by co-opting an additional representative or participating organization until the next Annual General Meeting; and
- 4.1.7.3. agree on and record in writing, a suitable procedure to replace SC members at an Annual General Meeting of the participating organization.

4.1.8. The SC may co-opt additional representatives and volunteers to task specific sub-committees as decided by the SC members.

4.2. Executive of the Steering Committee (“the Executive”)

4.2.1. The Executive of the Steering Committee shall be responsible for the administration and management of VEJA and shall make all executive decisions in respect of VEJA.

4.2.2. The Executive shall be comprised of the following office-bearers:

- 4.2.2.1. The Chairperson;
- 4.2.2.2. The Vice Chairperson;
- 4.2.2.3. The Secretary;
- 4.2.2.4. The Vice Secretary;
- 4.2.2.5. The Treasurer; and
- 4.2.2.6. The Coordinator

4.2.3. The Executive may assist and guide the Coordinator in making pressing and important policy and operational decisions which require collective decision-making and are unable to be deferred to the next SC meeting.



4.2.4. Consultation on urgent and important matters may be conducted by means of telephonic or electronic conference, and minutes or resolutions may be signed in counterparts, where members are unavailable at the same time. The Coordinator shall submit a written record of decision taken to the next SC meeting.

4.2.5. Decisions within the Executive shall be made by consensus, where this is not possible, then by means of a majority vote. If the votes are equally divided on an issue, then the Chairperson has either a second or a deciding vote.

4.3. Finance Committee

4.3.1. The Finance Committee shall be responsible for the financial administration of VEJA.

4.3.2. The Finance Committee shall be comprised of the following office-bearers:

- 4.3.2.1. The Treasurer;
- 4.3.2.2. The Secretary;
- 4.3.2.3. The Chairperson; and
- 4.3.2.4. The Coordinator

4.3.3. The Treasurer shall preside over the Finance Committee

5. FUNCTIONS, POWERS AND DUTIES

5.1. Any member of VEJA shall be indemnified against all losses, costs and damages which they suffer by reason of the exercise by them, in good faith, of powers and duties imposed on them by the constitution.

5.2. The SC shall be responsible for approving budgets and financial statements, and where resources enable such, employ a Coordinator and other employees to implement the functions of VEJA. It shall have the authority to:

5.2.1. Over-ride any decision of a sub-committee or the Coordinator;

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- 5.2.2. Appoint sub-committees and delegate powers to such sub-committees, including The Executive;
- 5.2.3. Co-opt further members and volunteers to sub-committees of the SC and terminate the membership of any co-opted person on such sub-committees;
- 5.2.4. Consider, amend and approve the budget and financial statements of VEJA on a monthly or yearly basis; and
- 5.2.5. Do all things that are necessary or incidental in order to achieve the aims and objectives of VEJA.

5.3. The functions, powers and duties of the office-bearers of the Executive of the Steering Committee are the following:

5.3.1. Chairperson

5.3.1.1. The Chairperson is the executive officer of VEJA.

5.3.1.2. The Chairperson shall:

- 5.3.1.2.1. preside over all the meetings of the Executive and general meetings;
- 5.3.1.2.2. sign all funding proposals and cheques for the organization.

5.3.2. Vice Chairperson

5.3.2.1. At the request of or in the absence of the Chairperson, the powers and duties of the Chairperson shall devolve upon the Vice Chairperson.

5.3.2.2. The Vice Chairperson shall:

- 5.3.2.2.1. ensure that the constitution is adhered to; and
- 5.3.2.2.2. be responsible for all international and external affairs of the organization.

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5.3.3. Secretary

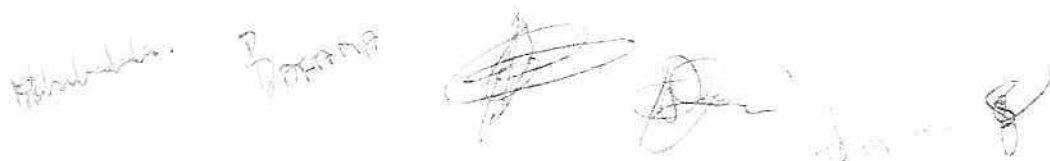
- 5.3.3.1. The Secretary shall:
 - 5.3.3.1.1. be responsible for all matters of correspondence;
 - 5.3.3.1.2. report directly to the Chairperson;
 - 5.3.3.1.3. under all circumstances inform all members in writing in accordance with the notice periods prescribed in this constitution, and at least twenty four (24) hours in advance, of every general meeting and of any emergencies; and
 - 5.3.3.1.4. Keep minutes of all meetings of the SC, the Annual General Meeting and any Special General Meeting.
 - 5.3.3.1.5. keep proper records of all correspondence.

5.3.4. Vice Secretary

- 5.3.4.1. At the request of or in the absence of the Secretary, the powers and duties of the Secretary shall devolve upon the Vice Secretary.
- 5.3.4.2. The Vice Secretary shall capture back-up minutes for every general meeting.

5.3.5. Treasurer

- 5.3.5.1. The Treasurer shall:
 - 5.3.5.1.1. be responsible for all the finance of the organization;
 - 5.3.5.1.2. collaborate with the employees of VEJA to prepare the financial policy of VEJA;
 - 5.3.5.1.3. keep records of the income and expenditure of the organization;

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- 5.3.5.1.4. be responsible for having the financial statements audited annually; and
- 5.3.5.1.5. have signatory powers in respect of the finances of VEJA.

5.3.6. The Coordinator

5.3.6.1. The Coordinator shall:

- 5.3.6.1.1. be responsible for the day-to-day running of the organization;
- 5.3.6.1.2. conduct research about trends and latest policies that can be beneficial for the future of the organization;
- 5.3.6.1.3. be responsible for the publicity, press releases and marketing of the organization;
- 5.3.6.1.4. be the chief spokesperson for the organisation and shall issue statements on behalf of the organization in consultation with the Secretary;
- 5.3.6.1.5. be responsible for information gathering and shall form an information systems that will add to the organization;
- 5.3.6.1.6. be responsible for the implementation of all policies and campaigns; and
- 5.3.6.1.7. grant permission where necessary and monitor all activities of the organization.

6. MEETINGS

- 6.1. The Chairperson, or two members of the SC may, at any time, call a meeting of the SC. SC members must be given at least twenty one (21) days' notice for any SC meeting. Before such a meeting is called, at least

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thirty (30) days prior to the date of the proposed meeting, notice must be given to the Executive SC members notifying them of the issues which are intended to be addressed at the SC meeting. The Secretary shall be responsible to taking minutes of SC meetings.

- 6.2. The Chairperson shall act as the chairperson of all meetings of VEJA, including the Annual General Meeting, the Special General Meeting or any SC meetings. If the Chairperson does not attend a meeting, then the Vice Chairperson shall chair the meeting, failing this, the members of the SC who are present will nominate a SC member to act as chairperson for that meeting. This must be agreed upon before the commencement of the meeting.
- 6.3. There shall, in all meetings, including the Annual General and Special General Meetings, be a quorum of at least five (5) members present. Of these five (5) members, each of these members must represent one affiliate organization.
- 6.4. Decisions will be taken by consensus, failing which, by majority vote. If the votes are equally divided on an issue, then the Chairperson has either a second or a deciding vote.
- 6.5. Minutes will be taken by the Secretary or Vice Secretary and minutes of all previous meetings must be kept safely and always be on hand for members to consult.
- 6.6. If the SC deems it necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly, or it may require a sub-committee to, for example, conduct an enquiry. There must be at least five (5) people on a sub-committee. The sub-committee must report back to the SC on its activities. This should be done regularly.
- 6.7. The Annual General Meeting ("AGM") of VEJA shall meet the following requirements:
 - 6.7.1. The AGM shall occur at least every year.
 - 6.7.2. Three (3) months written notice of the AGM shall be given to all members and participant organizations.

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2020-2021



- 6.7.3. Decisions will be made by consensus, by means of a majority vote of members present. The Co-ordinator must prepare the items for the agenda one month before the AGM.
- 6.7.4. Member organisations of VEJA shall meet prior to the AGM in order to nominate their representatives and consider and respond to any proposed resolutions, policies and projects.
- 6.7.5. AGM shall decide on matters of policy, including amendments to this constitution.
- 6.7.6. The AGM must deal with the following items and reports:
- 6.7.6.1. Adoption of the agenda;
 - 6.7.6.2. Attendance register confirming who is there and who has sent apologies because they cannot attend;
 - 6.7.6.3. Reading and aligning the previous meetings' minutes with the current status of the matters previously addressed;
 - 6.7.6.4. Chairperson's report;
 - 6.7.6.5. Coordinator's report;
 - 6.7.6.6. Treasurer's report;
 - 6.7.6.7. Changes to the constitution that members may want to make;
 - 6.7.6.8. Election of new office bearers:
 - 6.7.6.9. General; and
 - 6.7.6.10. Close the meeting
- 6.8. A Special General Meeting must be called to deal with any other matter drawn to the attention of the SC which, due to its pressing nature or for other reasons, cannot be dealt with at the AGM.
- 6.9. In the event of a Special General Meeting being required, this can be requested by fifty (50) per cent of registered members of the organization calling upon the Chairperson in writing to convene such a meeting.
- 6.10. Thirty (30) days' notice must be given to members, of a Special General Meeting. If the matter is urgent, less than thirty (30) days' notice

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may be given in addition to a written explanation justifying the short notice period and urgency of the matter.

6.11. The Chairperson shall, within twenty-one (21) days of receiving a request for a Special General Meeting, call for such a meeting by advertising the time, date and venue of such meeting to be held, by notice appearing in the local press.

6.12. The Minutes of the Special General Meeting Shall be captured by the Secretary.

7. FINANCE

7.1. The funds of VEJA shall be made up of all the monies received by means of donations and in any other lawful manner.

7.2. For the purpose of financial accountability and audit efficiency, all monies received by VEJA will be deposited into either an interest-generating account registered in VEJA's name or with the appropriate current bank account registered in VEJA's name ("the VEJA bank accounts").

7.3. All financial transactions of VEJA will be conducted by means of the VEJA bank accounts.

7.4. It is expressly forbidden that any profit or gains accruing to VEJA be distributed to any individual. Such funds are to be used solely for the objects for which VEJA has been established.

7.5. VEJA may not have the power to carry on any business, including *inter alia*, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities or the letting of property, on a systematic or regular basis.

7.6. The funds of VEJA shall be applied to the payment of the necessary capital and current expenses of VEJA as may be decided upon by the Executive and where appropriate, the Coordinator, subject to the following:

7.6.1. There shall be three signatories, who are members of the Finance Committee, with signing powers in respect of a

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VEJA bank account, of which a minimum of any two must sign.

- 7.6.2. All funding and budgets shall be approved by the VEJA Financial Committee and presented to the SC on a regular basis.
- 7.6.3. All cheques shall be issued by the signatories of the Executive upon receipt of a written request signed by the Coordinator or Treasurer.
- 7.6.4. All payments made in cash or otherwise, and submitted for reimbursement from the VEJA bank account shall be supported by a voucher.
- 7.6.5. All money raised and received in the name of VEJA shall be receipted by the Coordinator, within seven (7) days of the money having been received, and shall be deposited into the relevant VEJA bank account within seven (7) days of receipt, and a statement of monies banked, shall be deposited into the financial records of VEJA.
- 7.6.6. A statement of the income and expenditure and the financial position of VEJA shall be prepared by a registered chartered accountant and submitted to the VEJA Treasurer on a quarterly basis.
- 7.6.7. The VEJA bank accounts shall be audited annually, the financial year ending February, by a registered chartered accountant appointed by the Executive SC
- 7.6.8. Funds available for investment may only be invested with a registered Financial Institution as defined in Section 1 of the Financial Institutions (Investment of funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act no 1. of 1985).

8. AMENDMENT OF THE CONSTITUTION

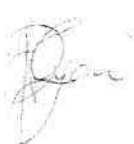
The bottom of the page features several handwritten signatures in blue ink. From left to right, they include: a signature that appears to be 'D. J. ...', a signature that appears to be 'A. ...', a signature that appears to be 'B. ...', a signature that appears to be 'C. ...', a signature that appears to be 'D. ...', and a signature that appears to be 'E. ...'. There is also a small mark on the far right that looks like a stylized 'S' or 'D'.

- 8.1. The constitution can be amended by resolution. Such resolution must be agreed to and passed by a majority vote of not less than two thirds of the members who are at the AGM or Special General Meeting.
- 8.2. A quorum of five (5) SC members at least shall be present at a meeting before a decision to change the constitution is taken. The members may vote upon such a motion at an AGM, if the details of the proposed amendment(s) are set out in the notice referred to in 6.7.2. which shall be given to all members prior to the AGM, or in a subsequent notice published in accordance with paragraph 8.4 below.
- 8.3. A written notice must be circulated among members not less than fourteen (14) days before an AGM or Special General Meeting at which a proposal to amend the constitution is to be voted on. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 8.4. No amendments may be made which would have the effect of dissolving or winding up the organization.

9. MEMBERSHIP

- 9.1. If an individual person or organization(s) wish to join VEJA they will be required to seek permission from the SC and must register as members. The SC has a right to refuse membership.
- 9.2. Individual persons (who are not members of an affiliate organization of VEJA) may, with the permission of the SC, join VEJA, but such persons will not have any voting rights within the SC or at an AGM or Special General Meeting.
- 9.3. Members of affiliate organizations of VEJA are required to attend the general meetings of VEJA and may then exercise their voting rights within the organization to determine, *inter alia*, the policy of the organization.

10. DISSOLUTION/WINDING UP



- 10.1. VEJA may be dissolved if at least two thirds of the members of the SC present and voting at a meeting convened for the purpose of considering such a matter, are in favour of this.
- 10.2. In the event of the winding up, liquidation or dissolution of VEJA the remaining capital assets of VEJA will be transferred to another organization with objects similar to those of VEJA.

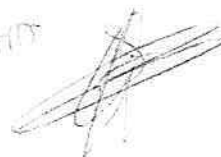
11. ORGANIZATION CODE OF CONDUCT

11.1. Objectives

- 11.1.1. Equality is guaranteed to all affiliate organizations and individual members of VEJA.
- 11.1.2. All members shall be guided by the Code of Conduct at all times to ensure that there is order and discipline in organization
- 11.1.3. All members should work jointly in the spirit of love, harmony and co-operation.

11.2. Meetings

- 11.2.1. Members should attend all meetings convened by the organization as defined by the constitution.
- 11.2.2. Members shall follow ground rules laid at meetings.
- 11.2.3. Members shall not divulge information regarding the information discussed at the meetings, unless they have the prior consent of the Chairperson.
- 11.2.4. All members are expected to notify the organization before any intended leave.
- 11.2.5. Individual members shall preside for a maximum of two (2) hours, unless otherwise provided for.



11.2.6. The Secretary and Chairperson must sign minutes after every meeting.

11.2.7. Members are required to sign an attendance register at every meeting.

11.2.8. The members of the organization may decide upon dates for future meetings, since dates could change from time to time. These are the AGM, Special General Meetings or other meetings.

11.3. Social Gatherings of VEJA members

11.3.1. All members will always conduct themselves in a way best suitable for the organization during all working times.

11.3.2. VEJA expects all its members to present their freedom of expression for positive progress in the most logical way they see fit.

11.3.3. All members are obliged to attend all VEJA's social gatherings, unless a written report has been given setting out the reasons why they cannot attend.

11.4. Drugs and Alcohol

11.4.1. No member may attend any event of the organization or on behalf of the organization under the influence of drugs or alcohol.

11.4.2. No member is allowed to use alcohol while performing work for VEJA, or drugs at all. Any member found under the influence of drugs or alcohol shall be required to answer to the SC.

11.5. Misconduct

11.5.1. A member is guilty of misconduct and shall be dealt with according to the provisions of this code of conduct and this constitution if he/she:

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11.5.2. Undermines the rules, regulations and the instructions laid in the constitution.

11.5.3. Misuses the property of the organization for personal gain.

11.5.4. Drags the good name of the group into disrepute.

11.5.5. Performs an act of crime as defined by South African law.

11.5.6. Behaves in an improper, disruptive manner, endangering the maintenance of order of the group.

11.5.7. Uses abusive language in a member's capacity.

11.5.8. Uses, without prior authorization, the property and finances of the organization.

11.6. Procedure in case of misconduct

11.6.1. A charge of misconduct will be laid with the Executive, and all such matters must be dealt with at executive level.

11.6.2. The member(s) shall be notified in writing of the time, date, and the venue of an enquiry into any alleged misconduct, and the sanction shall be communicated as such.

11.6.3. The Executive may impose one or more of the following sanctions:

11.6.3.1. Reprimand the member

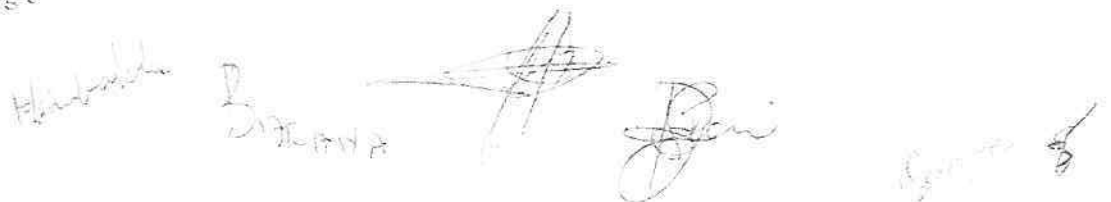
11.6.3.2. Suspend the member from office of duty.

11.6.3.3. Fine a member a minimum of R100.00

11.6.3.4. Compel a member to pay for any damages they have caused.

11.6.4. A member may appeal against a decision of the Executive to the Chairperson or Vice Chairperson within (two) 2 weeks of the decision being handed down.

12. PROMULGATION



This constitution was approved and accepted by members of:

Uganda Environmental Justice Alliance

At a Special General Meeting held on 31 January 2015

PRESIDENT KAMUKUWA STREET
54 KINSHASA BUILDINGS
ROOM 20
LINDOORUBI, KAMPALA

Day/ Month/ Year

January

[Signature]

Chairperson: [Signature]

Coordinator: [Signature]

Additional Member:

Additional Member:

Additional Member:

Additional Member:

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