

## CONSTITUTION OF

### THE NATIONAL EARLY CHILDHOOD DEVELOPMENT ALLIANCE as amended and adopted by the EGM on 3<sup>rd</sup> AUGUST 2022

#### 1. NAME OF THE ORGANISATION

- 1.1 The organisation shall be known as the NATIONAL EARLY CHILDHOOD DEVELOPMENT ALLIANCE (hereinafter referred to as "NECDA").

#### 2. LEGAL NATURE OF NECDA

- 2.1 NECDA is a voluntary, non-profit association with perpetual succession, independent of its members, capable of entering into contractual and other relations, of suing and being sued, and owning property in its own name.
- 2.2 NECDA alone, and not its members, is liable for its debts and commitments.
- 2.3 NECDA may affiliate to any organisation that serves its cause.

#### 3. DEFINITIONS


- 3.1 *Member* means any registered non-profit ECD organisation or individual that subscribes to the aims of NECDA and this Constitution and who is granted member status in terms of this constitution.
- 3.2 *Board* means the Board constituted in terms of clause 11.
- 3.3 *Early Childhood Development (ECD)* means the processes by which young children from birth to at least nine years of age grow, thrive and develop to their full cognitive, emotional, social and physical potential.
- 3.4 *Office-bearers* means the Chairperson, Deputy Chairperson, Treasurer and Secretary of the organisation.

#### 4. VISION

- 4.1 Strengthened and capacitated human resources in Early Childhood Development.

#### 5. MISSION

- 5.1 NECDA strives to strengthen and support Early Childhood Development (ECD) Resource and Training Organisations to build a better future for our children, families, and communities, through:
- 5.1.1 Skills development and capacity building,
- 5.1.2 Forming strategic alliances and partnerships, and
- 5.1.3 Advocating and lobbying for ECD.

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- 5.2 These objects of NECDA shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and the public benefit activities of NECDA shall be for the benefit of or widely accessible to the general public at large.

## **6. VALUE STATEMENT NECDA**

- 6.1 The fundamental responsibility of NECDA is to demonstrate an endorse a commitment to the core values that are inherent in the spirit of “Ubuntu”. Some of these values are embodied in legislation and best practice, such as the Non-profit Organisations Act, 71 of 1997, as amended.
- 6.2 NECDA Board should provide effective leadership based on an ethical foundation and ensure that NECDA practices are managed accordingly. The Board of NECDA is required to govern the organisation with the ethical values of responsibility, accountability, fairness, and transparency.

## **7. NECDA QUALITY PRINCIPLES**

- 7.1 NECDA and its constituency subscribe to:
- 7.1.1 Collaboration & Capacity Building
  - 7.1.2 Learning & Reflection
  - 7.1.3 Good governance
  - 7.1.4 Sustainability
  - 7.1.5 Impact & accountability

## **8. POWERS**

- 8.1 NECDA shall have all the legal powers and capacity of an individual necessary to achieve its main and supplementary objects:
- 8.1.1 except to the extent necessarily implied by its stated objects;
  - 8.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
  - 8.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 8.2 The powers of NECDA may only be executed in accordance with the main object of NECDA.

## **9. MEMBERS AND MEMBERSHIP**

- 9.1 Members of NECDA shall be legal entities of any type (including registered non-profit Resource and Training or ECD organisations- all referred to as ‘organisations’) and individuals (such as ECD specialists, researchers and consultants working in the ECD sector) that support the aims and policies of NECDA and that have been accepted as members as provided in this Constitution.

## **9.2 Procedure for Application for Membership**

- 9.2.1 Any qualified organisation or individual shall be entitled to apply for membership of NECDA by applying to the Board on the prescribed membership form and in accordance with the prescribed procedure.
- 9.2.2 The Board shall have sole discretion whether to admit any organisation or person as a member of NECDA, provided that any applicant, whose application is refused, shall be entitled to appeal against such decision.
- 9.2.3 NECDA Membership may be granted by the Board to any person, organisation or network that subscribes to the aims and objectives of NECDA. All members shall be voting members and each paid-up member in good standing shall have one vote.

## **9.3 Representatives of members**

- 9.3.1 Members which are not individuals (Organisation members) shall select and notify NECDA of the name and contact details of the person selected by them to attend meetings, represent the views of the member, and vote on behalf of the Organisation member.
- 9.3.2 Organisation members shall notify NECDA of any change in the representative or of their contact details.

## **9.4 Membership Fees**

- 9.4.1 NECDA may determine membership fees payable by all members, based on:
  - 9.4.1.1 turnover of the organisation members as per their Annual Financial Statements, copies of which shall be supplied to NECDA in each year; or
  - 9.4.1.2 Curriculum Vitae submitted by individual members annually.

## **9.5 Dormant Membership and Termination of Membership**

- 9.5.1 Members will be recorded as having dormant status if:
  - 9.5.1.1 for a period of 6 months or more they are non-responsive to more than half of the correspondence, invitations etc sent to them; or
  - 9.5.1.2 their Membership fees are not paid by the 9th month of the relevant financial year.
- 9.5.2 A member shall cease to be a member of NECDA if:
  - 9.5.2.1 The member has been in dormant status for 3 months or more, and has not during that time paid up membership fees or participated in the activities of NECDA;
  - 9.5.2.2 The member resigns or withdraws support by written notice to the Board;

- 9.5.2.3 If it is an Organisation member and the organisation ceases to exist;
- 9.5.2.4 The Board decides to expel any member from NECDA when, in the opinion of the Board, such a member has materially contravened any of the objectives or resolutions of NECDA.
- 9.5.3 Any member who has been expelled by the implementation of clause 9.5.2.4 shall be entitled to appeal against such decision.

## **10. MEETINGS OF MEMBERS**

- 10.1 An Annual General Meeting shall be held every year at such date and venue as determined by the Board and upon not less than 21 days' prior written notice given to members. This notice shall include an agenda, the audited financial statements and a report from the Chairperson.

### **10.2 Proceedings at the Annual General Meeting**

- 10.2.1 The Annual General Meeting shall:
- 10.2.1.1 Adopt the minutes of the previous Annual General Meeting;
- 10.2.1.2 Receive and consider the Chairperson's report and financial statements for the preceding years;
- 10.2.1.3 Consider any reports received from sub-committees, NECDA provincial and local committees;
- 10.2.1.4 At every third meeting, elect members of the Board;
- 10.2.1.5 Consider any notice of motion which has been submitted to the Secretary in writing, and which has to be submitted at least 21 days prior to the Annual General Meeting;
- 10.2.1.6 Appoint an auditor; and
- 10.2.1.7 Transact any other business.

### **10.3 Extraordinary General Meetings**

- 10.3.1 The Board shall convene an Extraordinary General Meeting within 30 days of the receipt by the Chairperson of a request for such a meeting signed by no less than 40% of members specifying the purpose of such meeting.
- 10.3.2 Not less than 21 days' written notice shall be given of any Extraordinary General Meeting and the notice convening the meeting shall clearly state its purpose. Where the meeting is being called because of a requisition contemplated in clause 10.3.1, the Board must give the notice within 21 days of its receipt of the request.

- 10.3.3 Any notice of any meeting shall be deemed adequate if addressed to a member's last address or dispatched to a member's last telefax number or e-mail address as provided to NECDA, and shall state the date, time and venue of the meeting, but still subject to any other formalities for such notice as required by this Constitution.

#### **10.4 General Procedures**

- 10.4.1 A quorum at any Annual General Meeting or Extraordinary General Meeting shall be 30% of the membership as reflected in NECDA's membership register six months prior to the holding of that meeting.
- 10.4.2 If there is no quorum at the stipulated time of the meeting, and the meeting is a Annual General Meeting, then the meeting shall be adjourned for a further period agreed to by those present, provided that no less than seven days' notice in writing is given to all members of the date, time and venue to which the meeting is adjourned. At the adjourned meeting all of those members present and voting shall constitute a quorum.
- 10.4.3 NECDA Chairperson shall chair meetings. In the absence of the Chairperson of NECDA, the Deputy Chairperson shall chair meetings. In the absence of both the Chairperson and the Deputy Chairperson, then the meeting shall be chaired by another person appointed by the Board.
- 10.4.4 Only paid up organisation and individual members will be able to vote at any meeting.
- 10.4.5 Every individual member present and every organisation member represented at the meeting shall have one vote.
- 10.4.6 Organisation Members shall be able to vote by proxy, provided that written verification of the consent of the absent member is available at the time of voting.
- 10.4.7 Decisions will be taken by a simple majority, provided that if there is an equality of votes on any issue put to the vote, the Chairperson of the General Meeting shall exercise a deciding vote.
- 10.4.8 Minutes of the meeting and an attendance register will be kept. These will be open for inspection by members.

#### **11. BOARD**

- 11.1 The leadership, management and administration of NECDA shall vest in a Board, comprising of a minimum of seven and a maximum of ten members, elected from amongst the representatives of the Organisation members of NECDA, provided that at least 3 of the Board shall be persons who are not connected persons in relation to each other (as defined in the Income Tax Act, 1965, as amended ("the Tax Act")). No single person shall directly or indirectly control the decision-making powers of NECDA.
- 11.2 The Board shall represent NECDA in a responsible and appropriate manner.

- 11.3 The Chief Executive Officer of NECDA shall serve on the Board, *ex officio*, and shall be included in the total number of Board members.
- 11.4 When electing the members of the Board, regard shall be had to the mission of NECDA as spelt out in clause 5, in order to achieve a composition of members on the Board that will give effect to the mission.
- 11.5 Persons employed by NECDA may be elected to the Board provided that no more than one-third of the Board shall be employees of NECDA.
- 11.6 The Board shall elect, from their number, a Chairperson, a Deputy Chairperson, a Secretary and a Treasurer.
- 11.7 Disciplinary action will be taken against any member of the Board who fails to fulfil responsibilities and tasks undertaken.


#### **11.8 Election of the Board**

- 11.8.1 Members of the Board shall be elected at every third Annual General Meeting and shall serve three-year terms and, at the end of their first term of office, be eligible for re-election for one further consecutive three-year term (a maximum of six consecutive years).
- 11.8.2 If any position on the Board becomes vacant, for any reason, the Board shall have the power to co-opt such other qualified person/s as it may see fit, to fill such open position/s. Such co-opted members of the Board shall be full members of the Board and shall serve as such until the following AGM at which elections take place, or until they otherwise depart office.

#### **11.9 Powers and Duties of the Board**

- 11.9.1 The Board shall oversee and direct the affairs of NECDA. The Board shall have full power and authority to carry out all the aims of NECDA. The Board shall more particularly:
- 11.9.1.1 Interpret, implement and promote the aims of NECDA;
- 11.9.1.2 Obtain support, financial or otherwise, for NECDA provided that NECDA shall 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 of the Tax Act: 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 object or purpose the carrying out of 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;

- 11.9.1.3 Network and liaise with other relevant organisations;
- 11.9.1.4 Administer the financial affairs of NECDA, and invest the funds and assets of NECDA in securities nominated by it and vary, realise and deal with such investments at its discretion;
- 11.9.1.5 Decide what amount of funds shall be invested and what amount should be retained for programme expenses; operate a current banking account with a registered bank selected by it in the name of NECDA, operate any other accounts that, in the opinion of the Board, are necessary for the due and proper administration of the financial affairs of NECDA; and nominate at least two persons to sign any cheque drawn on such account or accounts or authorise any transaction;
- 11.9.1.6 Ensure that financial procedures and protocols (including a detailed delegation of authority frameworks) are put in place, reviewed regularly, and adhered to by the officers of NECDA.
- 11.9.1.7 Hold, lease and own property of any kind in the name of NECDA;
- 11.9.1.8 Sell, exchange, lease, mortgage or otherwise alienate any or all of the assets of NECDA;
- 11.9.1.9 Enter into such contracts and engage in such transactions as may be necessary to achieve its objectives;
- 11.9.1.10 Employ any person in the interests of NECDA and remunerate and terminate such employment accordingly provided that NECDA will not pay any remuneration, as defined in the Fourth Schedule of the Tax Act, to any employee, office bearer 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 will not economically benefit any person in a manner which is not consistent with its object;
- 11.9.1.11 Develop and enforce employment policies and procedures in relation to employed staff;
- 11.9.1.12 Register the name and, if necessary, the Constitution and Rules of NECDA under any law;
- 11.9.1.13 Institute and defend in the name of NECDA, any legal proceedings brought on behalf of or against NECDA and provide assistance to any individual member of NECDA in the institution or defence of any legal proceedings, provided that such action is at the discretion of the Board;
- 11.9.1.14 Support the establishment of provincial and local committees of NECDA and, in the event of their establishment, consult with them on their structure and organisation and the detailed nature of their relationship with NECDA;

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- 11.9.1.15 Delegate any of its powers to a sub-committee of the Board;
- 11.9.1.16 Encourage NECDA members to participate in the operations of NECDA;
- 11.9.1.17 Approve or reject membership applications;
- 11.9.1.18 Have the power to terminate the membership of any member in terms of the provisions of clause 9.5.2.4.

#### **11.10 Meetings of the Board**

- 11.10.1 A meeting of the Board shall be convened by the Chairperson or at the request of any four Board members who advise the Chairperson of the purpose for which they desire such meeting to be convened. The competency of the Board to make such decisions at such meetings shall not be limited to the matter or matters for which it was convened.
- 11.10.2 The Board shall meet at least once per quarter. Board meetings may be conducted in person through electronic and/or teleconference means.
- 11.10.3 Three weeks before any meeting of the Board, a proposed agenda shall be circulated to all members of the Board, unless at the meeting immediately preceding the Board unanimously resolved that it would not be necessary to circulate such an agenda. Such agenda will include the confirmation of the minutes of previous meeting and the possibility of discussing any unscheduled business as provided for in 11.10.1 above.
- 11.10.4 All Board meetings shall be presided over by the Chairperson or in the absence of the Chairperson, by the Deputy Chairperson or, in the absence of both, by any other person nominated by the other members of the Board.
- 11.10.5 50% of the membership of the Board shall constitute a quorum.
- 11.10.6 Any matter before the Board shall be resolved by a simple majority of those present and voting. In the event of an equality of votes, the Chairperson shall have a casting vote.
- 11.10.7 A written resolution signed by all of the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. These resolutions shall be recorded in the minute book and recorded as resolutions of the Board.
- 11.10.8 Minutes shall be taken at all Board meetings and shall be available for inspection by any interested member. The minutes of the meeting will be circulated within 14 days after the meeting.
- 11.10.9 Failure to attend three consecutive committee meetings without apology shall render a member of the Board liable for removal from office by vote of the Board.

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## **11.11 Termination of Office**

11.11.1 A member of the Board shall cease to hold office if:

11.11.1.1 The Board member resigns from the Board or as member;

11.11.1.2 The member fails to attend three consecutive meetings of the Board without an apology and a valid excuse and is removed in terms of clause 11.11.1.3;

11.11.1.3 The Board decides to remove the member from office for a valid reason after having given the member the opportunity to make representations against such removal to the Board.

## **12. MANAGEMENT COMMITTEE (MANCO)**

12.1 The purpose of the Management Committee is to manage the day-to-day activities and to facilitate decision making between board meetings or during urgent circumstances of NECDA business through:

12.1.1 Developing operational plans, policies, procedures and budgets for submission to and approval by the Board;

12.1.2 Driving and monitoring day to day operating and financial performance;

12.1.3 Assessing and controlling risk in terms of powers delegated to it by the Board, and reporting to the Board on matters of risk; and

12.1.4 Prioritising and allocating resources.

12.2 The Management Committee has the power to act on behalf of the full Board. The Management Committee prioritises issues for the full Board to address. Although the Management Committee comprises senior-level members, the Management Committee members report to the Board.

12.3 The Management Committee monitors and evaluates all areas of NECDA's performance and reports to the Board.

### **12.4 The structure of the Management Committee**

12.4.1 The Management Committee comprises the following:

12.4.1.1 The Chairperson: The Board Chairperson is the chair of both the Board and Management Committee and is the primary spokesperson dealing with the media and stakeholders;

12.4.1.2 The Vice-Chair is deputy to the Chairperson and assists with the duties during Board and Management Committee meetings / functions when the Chairperson is not present;

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12.4.1.3 The Secretary that is primarily responsible for maintaining the organisation's documents / records, attends all Board and Management Committee Meetings and carries out the functions of a Meeting Secretary; and

12.4.1.4 The Treasurer: Responsible for financial reporting to ManCom and the Board.

## **12.5 Meetings of the Management Committee**

12.5.1 The Management Committee shall meet monthly or as otherwise required.

12.5.2 Meetings of the Management Committee may be called by the Chair at any time to consider any matters falling within the Terms of Reference of the Management Committee.

## **13. LIABILITIES AND LIMITATION OF LIABILITY IN RESPECT OF THE BOARD, MANCOM AND OTHER COMMITTEES**

13.1 The Board, Mancom, other committees or individual members thereof shall be and are hereby indemnified from and against all losses, charges, costs, damages and all and every other expense and liability which they may incur in the exercise or performance of or the omission to exercise or perform any power or duty conferred or imposed on them in terms of this Constitution, unless such an act or omission was in bad faith, wilful or grossly negligent. In addition, none of the Board or committee members shall be held responsible for any act or default of any one or other of them.

13.2 No member, office or employee shall unilaterally bind NECDA in any transaction, negotiation, statement or action without the express authority of the t Board. In the event of any person contravening this provision, NECDA may, after a proper motion to that effect has been considered and passed by the Board, call upon the member organisation to replace such person with another representative.

13.3 Membership of NECDA shall not entitle any member to any proprietary right, title or claim to any assets of NECDA.

13.4 No member of the Board or any committee or employee shall have any financial or other interest in or obtain any benefit, direct or indirect, from any contract that NECDA may conclude with any person. The Board may allow exceptions to this rule after full consultation and disclosure of the interests concerned to the Board.

## **14. FINANCIAL AFFAIRS**

14.1 Any income and property of NECDA shall be applied solely towards the promotion of its aims or for investment for furtherance of these objects and no funds will be distributed to any person other than in the course of undertaking any 'public benefit activity' (as defined in the Tax Act).

14.2 No portion of the income or property shall be paid or transferred, whether directly or indirectly, to any member or members of NECDA or any other person or persons, provided that nothing herein contained shall prevent the payment in good faith of

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reasonable remuneration to any officer of NECDA or any other member or any other person in return for any services actually rendered to it or in payment of any monies disbursed on its behalf by such a person.

- 14.3 No activity of NECDA will directly or indirectly promote the economic self-interest of any office-bearer or member of NECDA, otherwise than by reasonable remuneration.
- 14.4 NECDA shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.
- 14.5 NECDA shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Tax Act.
- 14.6 The Board shall authorise signatories to operate the banking account of NECDA, and at least two of such appointed signatories shall be required to approve or otherwise authorise (with two individual secure private passwords), any transaction conducted through the banking account/s.
- 14.7 The Treasurer will ensure that the accounts of NECDA are open to inspection at reasonable request of any member of NECDA.
- 14.8 An auditor shall be appointed by the members in an Annual General Meeting to report on the accounts of NECDA at the end of the financial year as stipulated in clause 14.9.
- 14.9 The financial year of NECDA shall run from 1 April to 31 March of each following year.

## **15. AMENDMENTS TO THE CONSTITUTION**

- 15.1 The Constitution may only be amended at an Annual General Meeting or Extraordinary General Meeting by way of a special resolution to amend the Constitution at which 75% of those present and voting are in favour of the amendment. The same quorum requirements will apply as set out in clauses 10.4.1 and 10.4.2.
- 15.2 30 days' notice of any proposed amendment to the Constitution shall be given to all members.
- 15.3 The notice convening the meeting at which the motion to amend this Constitution is put forward, shall set forth the proposed amendment or amendments to the Constitution in detail.
- 15.4 Copies of such amendments shall, if NECDA is exempted from payment of normal tax or authorised to issue receipts under s18A of the Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative.
- 15.5 Copies of such amendments shall, if NECDA is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.



## 16. DISSOLUTION

- 16.1 NECDA shall be dissolved by a resolution at an Annual General Meeting or an Extraordinary General Meeting at which 75% of those present and voting are in support of such dissolution. The same quorum requirements as set out in clauses 10.4.1 and 10.4.2 will apply.
- 16.2 The notice convening a meeting to discuss such resolution shall state that a motion to dissolve the organisation is to be placed before the meeting.
- 16.3 The notice shall be sent to all members per registered post and shall be posted at least 30 days prior to the date of the meeting.
- 16.4 Upon the dissolution of NECDA, the Board shall ensure that the debts and liabilities of NECDA shall be discharged from the funds and assets of NECDA. The funds and assets remaining thereafter shall be donated to any non-profit ECD organisation situated in South Africa having similar objects to NECDA, as designated and decided upon by the Board and which, if NECDA is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
- 16.4.1 any similar public benefit organisation, which has been approved in terms of section 30 of the Tax Act;
- 16.4.2 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 16.4.3 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Tax Act; and
- 16.4.4 if NECDA is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.

**THIS AMENDED CONSTITUTION WAS APPROVED AND ACCEPTED BY MEMBERS OF THE NATIONAL EARLY CHILDHOOD DEVELOPMENT ALLIANCE AT THE EXTRAORDINARY GENERAL MEETING HELD ON 3 August 2022**



.....  
**CHAIRPERSON**



.....  
**VICE CHAIRPERSON**