



**Civil Society
Unmuted Coalition
South Africa**

National

CIVIL SOCIETY UNMUTED COALITION SOUTH AFRICA CONSTITUTION

Annexure A: Elective Rules & Procedures

Unmute Civil Society Coalition – South Africa

Constitution

Page - 1

Reg.: 316-432 NPO

Address: Johannesburg Central, South Africa

Email: info@csuc.org.za

Website: www.civilsocietyunmutedcoalition.org.za

Voices Unmuted. United for Change.

National Executive Committee:

Cynthia Chishimba: National Chairperson | Ndodana Hadebe: Deputy Chairperson

Dladla Mokeki: Secretary General | Bandile Mdlalose: Deputy Secretary General

Elias Mkwana: Treasurer General



CIVIL SOCIETY UNMUTED COALITION – SOUTH AFRICA CONSTITUTION

Contents

PREAMBLE	P3	ARTICLE 11 – NATIONAL EXECUTIVE COMMITTEE (NEC)	P27
ARTICLE 1 – NAME	P3	ARTICLE 12 - LOSS OF POSITIONS ON NATIONAL CONFERENCE, NATIONAL COUNCIL, NATIONAL EXECUTIVE COMMITTEE	P30
ARTICLE 2 – REGISTERED ADDRESS	P3	ARTICLE 13 – POWERS AND DECISION MAKING	P31
ARTICLE 3 – LEGAL PERSONALITY	P4	ARTICLE 14 – PROVINCES 18	P32
ARTICLE 4 – AIMS AND OBJECTIVES	P5	ARTICLE 15 - PROVINCIAL COUNCIL	P36
ARTICLE 5 – POWERS OF THE COALITION	P6	ARTICLE 16 - PROVINCIAL EXECUTIVE COMMITTEE (PEC)	P39
ARTICLE 6 – FINANCE	P9	ARTICLE 17 - STANDING ORDERS AND RULES OF PROCEDURES AT COALITION MEETINGS	P44
ARTICLE 7 – MEMBERSHIP	P12	ARTICLE 18 – AMENDMENT OF THE CONSTITUTION	P47
ARTICLE 8 – STRUCTURE	P17	ARTICLE 19 – INDEMNITY	P49
ARTICLE 9 – NATIONAL CONFERENCE	P20	ARTICLE 20 – DISSOLUTION	P49
ARTICLE 10 – THE NATIONAL COUNCIL	P24	ANNEXURE	P51



PREAMBLE

South African civil society, having played a decisive role in defeating Apartheid, establishing our Constitutional democracy and system of participatory governance, remain steadfast in our commitment to people-centred development and democracy. Our rich history as diverse formations which promote, respect and defend the rights, culture and dignity of all people within the framework of the Bill of Rights, as enshrined in the South African Constitution, unites our collective efforts for just, equitable, free, peaceful and prosperous society.

We promote civil society by uniting and strengthening the NGO sector, enabling it to effectively influence development policy and advocate for programmes that meet the needs of the nation, particularly the poor, marginal, vulnerable and excluded.

Democracy and development are inseparable from the realisation of the full potential of each and every individual in society. Civil society, and the non-profit sector especially, represents the self-activity and realisation of our peoples self-agency. United in these noble objectives; steadfast in our shared values and determined to build and strengthen our sector and the communities we serve; we hereby adopt the following Constitution.

ARTICLE 1 – NAME

1.1 The organisation hereby constituted shall be known as:

CIVIL SOCIETY UNMUTED COALITION – SOUTH AFRICA

and shall hereinafter be referred to as the “Coalition”. The shortened form of the Coalition shall be “CS Unmuted”. CSUCSA

ARTICLE 2 – REGISTERED ADDRESS

2.1 The registered address of the Coalition shall be at such place as may be decided upon by its members from time to time.



ARTICLE 3 – LEGAL PERSONALITY

3. The Coalition shall:-

- 3.1 Be a separate legal entity with perpetual succession with rights and duties independent from the rights and duties of its members and have full legal personality, duly registered and compliant with South African legislation, including tax-emption and public benefit status;
- 3.2 Have the right to sue and be sued in its own name;
- 3.3 Have the right to hold property in its own name;
- 3.4 Exist in its own right, separately from its members; and
- 3.5 Continue to exist even when its membership changes and there are different office bearers.
- 3.6 No member or office-bearer of the Coalition shall have any right to its assets nor incur any liability for its obligations.



ARTICLE 4 – AIMS AND OBJECTIVES

The aims and objectives of the Coalition shall be the following:

- 4.1 To consolidate a national presence of civil society organisations and serve as a representative coordinating body for non-profit organisations;
- 4.2 To work towards an effective enabling policy environment in which civil society organisations can operate, and strive towards equitable access to financial and other resources and their sustainable use by non-profit organisations;
- 4.3 To foster and promote the positive contributions of civil society towards national development, particularly poor, vulnerable and marginalised communities/groups;
- 4.4 To engage advocacy, campaign, research, lobbying or related activities pursuant to the values and interest of non-profit organisations, including legislative, policy and related decision-making process which impact the sector, its members and constituencies;
- 4.5 To advocate for State (and political) accountability in the governance and management of goods and services, including to promote effective, transparent and accountable practices within the non-profit and philanthropic sectors;
- 4.6 To engage in resource mobilisation and fundraising in support of its activities and those of its members where appropriate and;
- 4.7 To acquire property and assets for the purpose of achieving the objectives of the Coalition.



ARTICLE 5 – POWERS OF THE COALITION

The National Executive Committee shall carry out the powers on behalf of the Coalition and they shall manage the affairs of the Coalition in accordance with the law of the Republic of South Africa and according to resolutions of its members, as shall be taken from time to time at General Meetings of the Coalition;

The Coalition shall have the full power and authority to do any act, matter or thing as may be required to give effect to the aims and objectives of the Coalition as described herein, including, but not limited to the following powers:

- 5.1 To engage staff on the basis of a policy of fair employment and equal opportunities, acquire assets and enter into commitments for the promotion of its aims and objectives for the benefit of, or widely accessible to, the general public at large, including any sector thereof other than small and exclusive groups;
- 5.2 To enter into donor funding arrangements with organisations and individuals, in an autonomous manner, and to solicit and accept fees, donations, bequests, and any contributions of any kind for the purpose of advancing the aims and objectives of the Coalition;
- 5.3 To take, lease, purchase or otherwise acquire premises, equipment, vehicles, furniture and other property or assets, whether movable or immovable, which may be deemed necessary or convenient for any of the purposes of the Coalition, and in order to provide suitable equipment, accommodation and facilities;
- 5.4 To improve, manage, develop, exchange or lease, mortgage, sell, dispose of, turn to account or grant options, rights and privileges in respect of, or otherwise deal with, all or part of the property and rights of the Coalition;



- 5.5 To subscribe, grant subsidies out of, administer and invest the funds of the Coalition in such manner as it may be deemed best to achieve the aims and objectives and purposes of the Coalition;
- 5.6 To borrow, or raise money in such a manner as the Coalition shall deem fit, and in particular to secure payment of any money borrowed by means of mortgage, pledge, charge or lien to secure and guarantee the due performance of the Coalition of any obligation or liability it may undertake;
- 5.7 To open and operate banking accounts held with a banking institution in line with appropriate legislation.
- 5.8 To make rules and regulations which shall be consistent with the terms of this Constitution. The Rules and Regulations of the Coalition shall have the same force and effect as if they were incorporated in the Articles of the Constitution;
- 5.9 To keep or cause to be kept, true accounts of all receipts, credits, payments, assets and liabilities of the Coalition and all other matters necessary for showing the correct financial state of affairs of the Coalition. The accounts shall be kept in such books and in such manner as the National Executive Committee deems fit and to the satisfaction of the independent reviewer of the Coalition;
- 5.10 To appoint an independent registered Accounting Officer or Auditor to review the annual financial accounts of the Coalition;
- 5.11 To protect the interests of its members;
- 5.12 The NEC may from time to time appoint sub-committees, where it deems necessary, to undertake certain tasks and as such may delegate any of its powers or functions to a sub-committee provided that:-



- 5.12.1 Such delegation and conditions are documented as a meeting minute
- 5.12.2 At least one Office Bearer serves in the sub-committee
- 5.12.3 There are three or more people on the sub-committee
- 5.12.4 The sub-committee regularly reports back to the NEC on its activities
- 5.12.5 Expenditure incurred by the sub-committee is subject to pre-approval by the NEC
- 5.12.6 The NEC may revoke the delegation or amend the conditions of the delegation if deemed necessary;
- 5.13. To suspend and/or terminate the membership of or otherwise deal with any Member or individual for infringing the Constitution, policies, principles or resolutions of the Coalition or for engaging in acts of misconduct, improper practices, misdemeanour, acts of defiance, or for bringing the Coalition into disrepute;
- 5.14. To do all such things as may be incidental or conducive to the attainment of its aims and objectives or any one of them.
- 5.15 Proper minutes and attendance records must be kept of all meetings of the Coalition.



ARTICLE 6 – FINANCE

- 6.1. The Coalition shall be conducted in a non-profit manner and with an altruistic or philanthropic intent. The intent and purpose of its capital and income, shall be applied solely towards the promotion of its aims and objectives, and no portion thereof shall be paid or transferred directly or indirectly, (whether by way of salary, dividend, bonus or otherwise howsoever) by way of profit or distribution to any of the Members or employees of the Coalition or its office bearers, provided that nothing herein contained shall preclude the payment in good faith to a Member or any other person of:
 - 6.1.1. reasonable remuneration for the services actually rendered for or on behalf of the Coalition;
 - 6.1.2. re-imburement of actual costs, expenses and other commitments incurred on behalf of the Coalition; and
 - 6.1.3. payment of any amounts as determined by a general meeting and approved by the National Executive Committee.
- 6.2. No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Coalition otherwise than by way of reasonable remuneration payable to that fiduciary or employee.
- 6.3. The funds of the public benefit Coalition will be used solely for the objects for which it was established. No funds will be directly or indirectly distributed to any person other than in the course of undertaking any public benefit activity.
- 6.4. No resources will be used, directly or indirectly, to support, advance or oppose any political party.



- 6.5. No remuneration will be paid 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 objectives.
- 6.7. The Coalition shall keep at its registered address such records as are necessary to reflect the state of the financial affairs and activities of the Coalition, including, but not limited to:
 - 6.7.1. records reflecting the assets and liabilities;
 - 6.7.2. a register of all the movable and immovable assets, reflecting the dates of acquisition, cost thereof, depreciation amounts, and where relevant, the respective dates of any disposals and the consideration received in respect thereof; and
 - 6.7.3. records of all day-to-day cash receipts and invoices and/or receipts of all payments made.
- 6.8. The end of the financial year of the Coalition shall be the end of March.
- 6.9. The signatory of the Coalition shall be any of the duly authorised signatories of the Coalition.
- 6.10. The financial resources of the Coalition shall include, but not limited to:
 - 6.10.1. Donations;
 - 6.10.2. Bequests;
 - 6.10.3. Loans;
 - 6.10.4. Income of investments; and



- 6.11.5. Proceeds from the sale of assets.
- 6.13. The Coalition may prudently invest any surplus funds as permitted under legislation.
- 6.14. All the financial records and books of account of the Coalition shall be kept at the registered office of the Coalition and shall be open to inspection by the members of the National Executive Committee and/or Members, subject to the prior approval of the National Executive Committee.
- 6.15. The Coalition will comply with the reporting requirements as may be determined by the Commissioner of the South African Revenue Services and/or any duly authorised regulatory authority.
- 6.16. A bank account in the name of the Coalition will be opened at a registered bank as per resolution of a NEC meeting.
- 6.17. The Coalition is 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 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.



- 6.18 The Commissioner is satisfied is or was not knowingly a party to, or does not knowingly permit, or has not knowingly permitted, 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 or another Act administered by the Commissioner;

ARTICLE 7 – MEMBERSHIP

7.1. CATEGORIES OF MEMBERSHIP AND PROCEDURE

CATEGORIES OF MEMBERSHIP:

FULL MEMBERSHIP: Any indigenous non-profit organisation which subscribes to the aims and objectives, and pledges adherence to this Constitution and the Coalition’s Code of Ethics shall be entitled to become a Full member of the Coalition with voting rights.

ASSOCIATE MEMBERSHIP: Any indigenous non-profit organisation which subscribes to the aims and objectives, and pledges adherence to this Constitution and the Coalition’s Code of Ethics shall be entitled to become an Associate member of the Coalition with no voting rights.

Associate membership shall be available to:

- a. Any foreign CSO that undertakes development work in South Africa.
- b. Any indigenous CSO that prefers not to, or is unwilling or unable to take up full membership
- c. Any indigenous professional body or economic interest or faith-based organisation



PROCEDURES OF MEMBERSHIP:

The rules and regulations may regulate any matters relating to Membership, including but not limited to the following matters:

- 7.1.1 The procedure for the application for membership and the granting or refusal thereof;
- 7.1.2 The declaration that a member commits himself/herself to always embrace and comply with the Constitution, Code of Ethics, Rules and Regulations and practices of the Coalition and shall be subjected thereto at all times;
- 7.1.3 The fees to be paid by members shall be disaggregated for NGOs (higher) and CBOs (less) and reviewed annually by the Conference. The fees are payable on or before the first day of the financial year of the Coalition, or as otherwise determined by the Conference. If the Conference resolves that an adjustment to the membership fees is necessary, a written notice shall be sent to all members informing them of the updated fees. This notice shall be provided through the Coalition's usual channels of communication, including electronic mail. Members are required to pay the full membership fees on or before the first day of the financial year of the Coalition or, where applicable, within 30 days of receiving notice of any adjustment. Failure to do so means that the members is no longer regarded as in "good standing". The Conference may, at its discretion, grant exemptions or reduced fees to certain defined categories of members;
- 7.1.4 The new Member shall acquire membership rights and duties as soon as he/she is admitted.
- 7.1.5 The grounds on which members may be suspended from the Coalition and/or the membership of members may be terminated or lost is:



7.1.5.1 As an outcome of a due process of the Disciplinary Procedure and/or;

7.1.5.2 If the Member resigns their membership of the Coalition and/or;

7.1.5.3 Should the Member fail to pay the annual membership fee.

7.1.6 Any Member who wishes to appeal against the loss of the benefits of membership or against the termination of membership may do so in writing to the Executive Committee. The Executive Committee will consider the appeal and may reinstate the member if it deems fit.

7.2. RIGHTS OF MEMBERS

The Members of the Coalition shall have the following rights:

7.2.1 To participate in all structures of the Coalition, to receive the agenda in advance, to receive notices of meetings of such structures within the prescribed time and to exercise their voting rights;

7.2.2 To draw up proposals for the inclusion in the agenda of the structures of the Coalition;

7.2.3 To be informed of the affairs of the Coalition through the official structures of the Coalition;

7.2.4 To participate in the activities (where relevant) organised and arranged by the Coalition;

7.2.5 To exercise all of the rights arising from the Constitution, Rules and Regulations of the Coalition, subject to other provisions in this Constitution and applicable regulations; and

7.2.6 To be entered in the members' register of the Coalition.



7.3. OBLIGATIONS OF MEMBERS

The Members of the Coalition shall have the following obligations:

- 7.3.1 To comply fully with the Constitution, Rules and Regulations, directives and decisions of the Coalition at all times and ensure that these are respected;
- 7.3.2 To ensure the election of its decision-making bodies as provided for in this Constitution;
- 7.3.3 To participate in all the activities arranged by the Coalition;
- 7.3.4 To pay their fees which shall be disaggregated for NGOs and disaggregated for CBOs; and
- 7.3.5 To acknowledge that violation of any of the above-mentioned obligations may lead to sanction provided for in this Constitution.

7.4. SUSPENSION OF MEMBERS

- 7.4.1 The Coalition shall have the right to impose the suspension of members, subject to a due process of the Disciplinary Procedure.
- 7.4.2 A suspended member may temporarily lose his/her/their/its membership rights.



7.5. CANCELLATION OF MEMBERSHIP

- 7.5.1 The Coalition may terminate the membership of a member on the basis of such member's violation and/or repeated violation of the constitutional obligations and breaches of the rules and regulations, directives or decisions of the Coalition, subject always to a due disciplinary process having being followed.
- 7.5.2 The termination of membership of any member shall result in the deletion/removal of that member's name from the register of the Coalition.



ARTICLE 8 – STRUCTURE

8.1.1 NATIONAL CONFERENCE

- Composition
- Purpose, Powers, and Duties of the National Conference
- Meetings of the National Conference
- Quorum
- Election of Office Bearers

8.1.2 NATIONAL COUNCIL

- Composition
- Purpose, Powers and Duties of the National Council
- Meetings of the National Council
- Quorum of the National Council

8.1.3 NATIONAL EXECUTIVE COMMITTEE

- Composition
- Purpose, Powers and Duties of the NEC
- Meetings of the NEC
- Quorum of the NEC
- Loss of Positions on National Assembly, National Council, National Executive Committee
- Powers and Decision Making



8.1.4 PROVINCIAL CONFERENCE

- Powers and Duties
- Composition
- Meetings
- Quorum
- Office Bearers

8.1.5 PROVINCIAL COUNCIL

- Composition
- Purpose, Powers and Duties of the National Council
- Meetings of the National Council
- Quorum of the National Council

8.1.6 PROVINCIAL EXECUTIVE COMMITTEE

- Purpose, Powers and Duties
- Composition
- Meetings
- Special Meetings
- Quorum
- Regions of the Province



8.1.7 REGIONAL (EXECUTIVE) COMMITTEE

- District Level
- Election of Officials
- Resolutions, instructions and requests
- Representation of REC on PEC
- Meetings of the REC

8.1.8 WOMEN AND YOUTH COMMISSIONS

- Thematic Representation
- Representation on National, Provincial, District and Local Structures

8.2 OFFICIALS

8.2.1 The Executive Director (ED)

8.3 STANDING ORDERS AND RULES OF PROCEDURES AT COALITION MEETINGS

- The Chairperson
- Agenda
- Debating a Motion
- Decision Making
- Rulings



ARTICLE 9 – NATIONAL CONFERENCE

The National Conference shall be the highest decision making structure of the Coalition.

9.1 COMPOSITION

- a) The National Conference shall consist of representatives of each of the nine provinces existing in South Africa
- b) The duly elected office bearers of the National Coalition and
- c) The secretariat of the Coalition in attendance with speaking rights but no voting rights
- d) Representatives of fraternal formations or recognised sectors, as may be determined from time to time by the National Council and reviewed every 2 years.

9.2 PURPOSE, POWERS AND DUTIES OF THE NATIONAL CONFERENCE

- a) The National Conference must adopt the general and specific policies by means of majority support of resolutions which further the aims and objectives of the Coalition.
- b) The National Conference will further consider and decide on:
 - b.1 The credentials of the delegates of the National Conference
 - b.2 The agenda of the National Conference and its priorities
 - b.3 Reports from the National Council and NEC
 - b.4 Reports of the office bearers



- b.5 Financial reports including reviewed/audited financial statements
- b.6 The nomination and election of the Coalition's office bearers (NEC)
- b.7 The amendment of the Coalition's Constitution
- b.8 The adoption of new resolutions and amendment of any policy matter or document
- b.9 Any matter which may be deemed to be in the interest of the Coalition, its members, the development needs of the country, or any other issue of general or international importance.

9.3 MEETINGS OF THE NATIONAL CONFERENCE

9.3.1. a) Ordinary Meetings Of The National Conference

- a) 1. The National Conference will ordinarily meet once every two years
- a) 2. The National Council will decide on the dates of the National Conference
- a) 3. The documentation and resolutions will be circulated at least two weeks (14 days) prior to the actual meetings by the Secretariat.

9.3.1. b) Special Meetings Of The National Conference

- b) 1. The Chairperson will convene a special meeting of the National Conference giving 14 days written notice and an agenda if:



- b) 2. The National Council passes a resolution calling for a special meeting of the National Conference
- b) 3. Five Provincial Councils, with members in good standing, submit a written request for such a meeting indicating the purpose of such a meeting.
- b) 4. Should the Chairperson fail to call such a special meeting then the National Executive Committee is empowered to nominate a Convenor for the meeting who should provide 14 days written notice of the meeting and an agenda.

9.3.2. Quorum

- a) The quorum of the National Council shall be at least 50% plus one of the potential delegates, as well as the majority of the National Office Bearers. Such delegates will be representative of members of civil society organisations in good standing with the province and who had their names submitted to the National Conference.
- b) If after two hours of the time fixed for the meeting, a quorum is not present, the meeting will stand adjourned to a time and place decided upon by the Chairperson.
- c) The quorum for an adjourned meeting will be those members present and in good standing and whose names have previously been submitted to the National Conference as delegates to the National Conference.



9.3.3 Election Of Office Bearers

The National Conference will elect:

- a) The Chairperson
- b) The Deputy Chairperson
- c) The Treasurer
- d) The Secretary
- e) Deputy Secretary

The procedures for elections of Office Bearers are outlined in Annex 1 and such procedures will be reviewed and adopted at each National Conference.



ARTICLE 10 – THE NATIONAL COUNCIL

The National Council shall conduct the affairs of the Coalition whilst the National Conference is not in session. The National Council shall adopt general and specific policy measures which further the aims and objects of the Coalition by means of resolution recorded by the Executive Director.

10.1 COMPOSITION

- a) The Chairperson is the chairperson of the National Council and the National Executive Committee.
- b) The National Council will consist of one provincial representatives each per province, within the nine provinces in South Africa, with each province selected such representative and an alternate delegate.
- c) Sector representation, including the number of sector representatives, on the National Council is at the discretion of the NEC.
- d) Provincial chairpersons and the secretariat in attendance will have speaking and voting rights.
- e) The Executive Director in attendance will have speaking rights but no voting rights.

10.2 PURPOSE, POWERS AND DUTIES OF THE NATIONAL COUNCIL

- a) The National Council will consider and decide on:
- b) The credentials of the delegates to the National Council
- c) The agenda of the National Council
- d) Reports from the National Executive Committee



- e) Reports of the National Office Bearers
- f) Reports of the Executive Director, Provincial Chairpersons, sector reports and any special reports by the secretariat
- g) Resolutions and other strategic policy matters of the National Council
- h) Any other matter deemed to be in the interest of the Coalition including setting dates of the National Conference.

10.3 MEETINGS OF THE NATIONAL COUNCIL

10.3 a) ORDINARY MEETINGS OF THE NATIONAL COUNCIL

- a) 1. The National Council will meet at least twice a year.
- a) 2. The National Executive Committee will decide on the dates of the National Council with at least two months written notice together with an agenda.
- a) 3. to the actual meeting.

10.3. b) SPECIAL MEETINGS OF THE NATIONAL COUNCIL

- b) 1. The Chairperson will convene a special meeting of the National Council giving 7 days written notice and an agenda if:
 - o The National Executive passes a resolution calling for such a special meeting
 - o Five of the Provincial Executive Committees with members in good standing, submit a written request for such a meeting indicating the purpose of such a meeting.



10.4 QUORUM OF THE NATIONAL COUNCIL

- a) The quorum of the National Council shall be 50% plus one of the total representatives being present as well as the majority of the National Office Bearers. A minimum of three representatives of the sector representatives should also be present. Such delegates will be representative of members of civil society organisations in good standing with the province and who had their names submitted as delegates to the National Council. In the absence of the first delegate, designated alternatives may attend and constitute a quorum.
- b) If after one hour of the time fixed for the meeting a quorum is not present, the meeting will stand adjourned to a time and place decided upon by the Chairperson.
- c) The quorum for an adjourned meeting will be those members present and in good standing and whose names have previously been submitted to the National Council as delegates to the National Council.

10.5. SUBSTITUTION OF OFFICE BEARERS

In between meetings of the National Conference, a vacancy occurs amongst the office bearers of the Coalition, such a vacancy will be filled by the majority resolution of the National Council. Such a person will hold office for the balance of the duration of the term of office of all the office bearers.



ARTICLE 11 – NATIONAL EXECUTIVE COMMITTEE (NEC)

The National Executive Committee shall be the implementing agent of the National Council and the National Conference.

11.1. COMPOSITION

The National Executive Committee shall be comprised of all the office bearers together with the Executive Director of the Coalition as an ex-officio member.

11.1.1 The National Executive Committee (Representatives will serve for a period of 2 years)

- Chairperson
- Deputy Chairperson
- National Treasurer
- National Secretary
- Deputy Secretary

11.1.2 Co-option of additional members not exceeding 2 persons is at the discretion of the NEC.

11.1.3 The Executive Director shall be an ex-officio member of the NEC.



11.2. PURPOSE, POWERS AND DUTIES OF THE NATIONAL EXECUTIVE COMMITTEE

The National Executive Committee will manage the affairs of the Coalition between meetings of the National Council with such powers as normally vest in an executive body which will include:

- a) Deciding on accepting members as reported by the provinces and setting membership fees.
- b) Setting employment conditions and confirming the appointments and dismissal of senior executives of the Coalition, including provincial coordinators and the secretariat of the National Office. The National Executive Committee will also have the right to hire and fire the Executive Director.
- c) Determining the budgets, approving the expenditure, determining projects and funding of such projects and activities of the Coalition.
- d) Considering and approving provincial and national office expenditures.
- e) Considering and approving the reviewed/annual audited financial statements of the Coalition.
- f) Setting all organisational policies and procedures.
- g) Establishing sub-committees, task groups and determining their terms of reference, membership and life.
- h) Making resolutions for the efficient and effective functioning of the Coalition.



11.2.1. MEETINGS OF THE NATIONAL EXECUTIVE COMMITTEE

Ordinary Meetings Of The National Executive Committee

- a) 1. The NEC will meet at least four times a year or more frequently as required through a published calendar of dates.
- a) 2. The Chairperson in consultation with the NEC members will set the dates of the meetings and agree the draft agenda. The draft agenda will be confirmed or amended or prioritised at the start of the meeting.
- a) 3. The documentation and resolution for such meetings will be circulated by the Secretariat at least five working days prior to the actual meeting date.

11.2.1. b) Special Meetings Of The National Executive Committee

The Chairperson will convene a special meeting of the NEC giving 48 hours written notice and an agenda if:

- b)1. The majority of members of the NEC call for such a special meeting
- b)2. Five of the Provincial Executive Committees of the provinces with members in good standing, submit a written request for such a meeting indicating the purpose of such a meeting.



11.2.3. QUORUM OF THE NATIONAL EXECUTIVE COMMITTEE

- a) The quorum of the NEC shall be four members, of which one is a provincial representative.
- b) If after one hour of the time fixed for the meeting a quorum is not present, the meeting will stand adjourned to a time and place decided upon by the Chairperson.
- c) The quorum for an adjourned meeting will be those members present and in good standing and whose names have previously been submitted to the NEC as delegates to the NEC.

ARTICLE 12 - LOSS OF POSITIONS ON NATIONAL CONFERENCE, NATIONAL COUNCIL, NATIONAL EXECUTIVE COMMITTEE

Any member of any of the structures or sub-committees or task groups of the Coalition will lose his/her/their position if the member:

- 12.1. Ceases to be a member of the provincial committee which elected the member
- 12.2. Is withdrawn by the constituency which elected the member
- 12.3. Ceases to be an elected or full time employee of a civil society organisation
- 12.4. Is an elected or full time employee of a civil society organisation which has lost its provincial membership status
- 12.5. Is expelled by the Coalition for just cause following a fair disciplinary process.
- 12.6. Fails to satisfy the requirements of any current legislation which precludes the person from holding office or to perform a fiduciary function through the commission or omission of any act.



ARTICLE 13 – POWERS AND DECISION MAKING

- 1) Any meeting of the Coalition makes a decision if:
 - a) 1. The motion is duly seconded, and
 - b) 2. A simple majority of members present vote in favour thereof unless otherwise provided for in this Constitution.
 - c) The decisions are made by show of hands or by ballot if the meeting so decides.
 - d) If less than a simple majority vote in favour of a motion, or as otherwise provided for in this Constitution, then the motion lapses.
 - e) If the NEC cannot meet because of circumstances beyond its control, a decision can be made by way of a resolution signed by a simple majority of the members or as otherwise provided for in this Constitution.



ARTICLE 14 – PROVINCES

14.1 POWERS AND DUTIES

- a) The Provincial Conference (PC) is a subordinate body to the National Conference.
- b) The NEC may:
 - b)1. Designate powers to the PC
 - b)2. Confirm, amend or reverse its decisions of the PC.
 - b)3. Limit its powers and duties of the PC by way of resolution.
- c) The Provincial Conference may:
 - c)1. Implement decisions of the National Conference, National Council and National Executive Committee
 - c)2. Carry out the aims and objects of the Coalition with regard to the organisation of workers in the province
 - c)3. Facilitate and encourage cooperation between members in the province.
 - c)4. Examine provincial development needs and coordinate activities and campaigns to address such needs.
 - c)5. Consider reports of activities of members in the province, and
 - c)6. Elect a Provincial Chairperson, Provincial Vice-Chairperson, Provincial Treasurer and Provincial Secretary.



14.2 COMPOSITION

The Provincial Conference must be composed of the:

- a) Provincial Chairperson
- b) Provincial Vice-Chairperson
- c) Provincial Treasurer
- d) Provincial Secretary, and
- e) A majority of the paid-up members of the province.
- f) Representative of the various sectors recognised in the province.

14.3 MEETINGS

- a) The Provincial Council meet at least once a year at which plans for past year must be reviewed and plans for the following year must be confirmed.
- b) The Provincial Executive Committee (PEC)
 - b)1. Convenes the Conference; and
 - b)2. Must send written notice of 30 days to all members in the province
- c) The PEC must convene Special Provincial Conference on 14 days written notice.
- d) The notice must include the agenda for the meeting as well as the date, time and venue.



14.4 QUORUM

- a) The quorum of the Provincial Conference must be at least 50% one of the members in good standing provided that:
 - a)1. Each member is represented by at least one representative
 - a)2. The majority of those delegates are either elected representatives or staff members
 - a)3. The delegates are those who have had their names submitted to the Provincial Secretary.
- b) If after 2 hours there is no quorum, the meeting must stand adjourned to a time and place decided upon by the Provincial Chairperson.
- c) The members present at the adjourned meeting will constitute a quorum.

14.5 OFFICE BEARERS

1. The Provincial Conference elects the people to the following Provincial Office Bearers' positions:
 - 1)a. Chairperson
 - 1)b. Vice-Chairperson
 - 1)c. Treasurer, and
 - 1)d. Secretary



2. The Provincial Conference elects Office Bearers at least once every 2 years.
3. The position of the Provincial Coordinator is subject to the National Executive Committee's power to ratify the election and to determine the terms and conditions of employment.
4. The positions of other full-time or part-time officials are subject to:
 - 4.a) Ratification by the National Executive Committee or the Executive Director
 - 4.b) The Provincial Executive Committee's powers to ratify and determine the terms and conditions of employment.
5. The Provincial Treasurer must:
 - 5.a) Together with the Provincial Secretary present the financial statement to the Provincial Congress; and
 - 5.b) Generally supervise the financial affairs of the Province.
6. The clause on the election, removal from office and powers and duties of office bearers apply to the Provincial Office Bearers with the necessary change in context.
7. The Provincial representatives must liaise with their national counterparts and keep them informed about the affairs of the province.



ARTICLE 15 - PROVINCIAL COUNCIL

The Provincial Council shall conduct the affairs of the Provincial Coalition whilst the Provincial Conference is not in session. The Provincial Council shall adopt general and specific policy measures which further the aims and objects of the Provincial Coalition by means of resolution recorded by the Provincial Chairperson.

15.1 COMPOSITION

- a) The Provincial Council will consist of two constituted provincial representatives in each province, within the nine provinces in South Africa.
- b) One representative, per sector organisation, nominated by respective sectors, to a maximum of 5 representatives at the provincial level.
- c) The provincial chairperson and the secretariat in attendance will have speaking rights but no voting rights.

15.2 PURPOSE, POWERS AND DUTIES OF THE PROVINCIAL COUNCIL

- a) The Provincial Council will consider and decide on:
- b) The credentials of the delegates to the Provincial Council
- c) The agenda of the Provincial Council
- d) Reports from the Provincial Executive Committee
- e) Reports of the Provincial Office Bearers
- f) Reports of the Provincial Chairperson, sector reports and any special reports by the secretariat



- g) Resolutions and other strategic policy matters of the Provincial Council
- h) Any other matter deemed to be in the interest of the Provincial Coalition including setting dates of the Provincial Conference.

15.3 MEETINGS OF THE PROVINCIAL COUNCIL

15.3 a) Ordinary Meetings Of The Provincial Council

- a) 1. The National Council will meet at least twice a year.
- a) 2. The Provincial Executive Committee will decide on the dates of the Provincial Council with at least two months written notice together with an agenda.
- a) 3. The documentation will be circulated by the Secretariat at least 14 days prior to the actual meeting.

15.3. b) Special Meetings Of The Provincial Council

- b) 1. The Provincial Chairperson will convene a special meeting of the Provincial Council giving 7 days written notice and an agenda if:
 - o The Provincial Executive passes a resolution calling for such a special meeting
 - o Five of the Provincial Executive Committees with members in good standing, submit a written request for such a meeting indicating the purpose of such a meeting.



15.4 QUORUM OF THE PROVINCIAL COUNCIL

- d) The quorum of the Provincial Council shall be 50% plus one of the total representatives being present as well as the majority of the Provincial Office Bearers. A minimum of three representatives of the sector representatives should also be present. Such delegates will be representative of members of civil society organisations in good standing with the province and who had their names submitted as delegates to the Provincial Council. In the absence of the first delegate, designated alternatives may attend and constitute aquorum.
- e) If after one hour of the time fixed for the meeting a quorum is not present, the meeting will stand adjourned to a time and place decided upon by the Chairperson.
- f) The quorum for an adjourned meeting will be those members present and in good standing and whose names have previously been submitted to the Provincial Council as delegates to the Provincial Council.

15.5. SUBSTITUTION OF OFFICE BEARERS

In between meetings of the Provincial Conference, a vacancy occurs amongst the office bearers of the Provincial Coalition, such a vacancy will be filled by the majority resolution of the Provincial Council. Such a person will hold office for the balance of the duration of the term of office of all the office bearers.



ARTICLE 16 - PROVINCIAL EXECUTIVE COMMITTEE (PEC)

16.1. PURPOSE, POWERS AND DUTIES

- a) The Provincial Executive Committee manages the affairs of the province between meetings of the Provincial Conference.
- b) The Provincial Executive Committee must carry out the resolutions, instructions or requests of all superior structures of the Coalition.
- c) If there is a conflict between resolutions, instructions or requests of the Provincial Conference and the Provincial Executive Committee, then the Provincial Executive Committee must be bound by the National Executive Committee decisions subject to confirmation by the next National Executive Committee.
- d) The Provincial Executive Committee must:
 - d)1. Consider any matter submitted by a member, including any request for the reduction of the membership fees
 - d)2. Endeavour to settle disputes between members in the Province
 - d)3. Approve monthly financial statements
 - d)4. Open and operate a banking account in the name of the province of the Coalition
 - d)5. Deposit all monies received into this account.
 - d)6. Defer to the Executive Director on all matters relating to the staffing of the Provincial office including the appointment and dismissal of such staff.



16.2 COMPOSITION

The Provincial Executive Committee must be composed of the Provincial Office Bearers of the Province who are the Office Bearers of the Provincial Executive Committee.

16.3 MEETINGS

a) Ordinary meetings

- a)1. The Provincial Executive Committee must meet once every quarter but before each scheduled National Executive Committee meeting.
- a)2. The Provincial Executive Committee meeting at the end of each calendar year confirms the dates for the Provincial Executive Committee meetings of the next year as in the national year planner.
- a)3. The Provincial Executive Committee may change these dates:
 - a. on good cause
 - b. with prior consent of the majority of members
 - c. the Provincial Secretary must give members at least a 14 day notice of the change.



- a)4. The Provincial Secretary must send to the Provincial Executive Committee at least 10 days before the meeting is due to take place:
 - a. notice of the meeting
 - b. the agenda
 - c. minutes of the previous meetings, and
 - d. any other relevant documentation.

- b) Special Meetings
 - b)1. Unless the majority of the members agree otherwise the Provincial Secretary must:
 - a. give a 48 hour notice of the meeting, and
 - b. send out a written agenda specifying the issues requiring such a meeting.
 - b)2. The meeting may only discuss those issues which necessitated the calling of this meeting.
 - b)3. No decision is valid if it detrimentally affects a member who did not receive notification of the meeting.



16.4 QUORUM

- a) The quorum for the meeting of the Provincial Executive Committee must be at least 50% plus one of the members in good standing provided that:
 - a)1. Each member is represented by at least one delegate, and
 - a)2. The majority of those delegates are elected representatives or staff members.
 - b) If after one hour there is no quorum, the meeting must stand adjourned to a day, time and place decided upon by the Provincial Chairperson.
 - c) The members present at the adjourned meeting form the quorum.

16.5 REGIONAL (EXECUTIVE) COMMITTEES

- a) Each Provincial Council will from time to time, divide the province into regions with due consideration to the size of the province, the location of members, the geographical distance to travel as well as the cost of regional meetings.
- b) Each provincial region will elect a chairperson, vice chairperson, secretary, and as many members as required to carry out the functions in the region.



- c) A region may not adopt a resolution or give an instruction or make a request which is contrary to the decisions of the Provincial Conference, the Provincial Executive Committee, the National Council or the National Executive Committee, or the National Conference.
- d) The chairperson or a nominated representative of each region will serve on the Provincial Executive Committee.
- e) The regional Executive Committee must meet at least quarterly and before each Provincial Executive Committee meeting and provide mandates to its representatives of the Provincial Executive Committee.
- f) The Regional Council must meet at least once a year but before the scheduled Provincial Council meeting and provide mandates to its representatives to the Provincial Council.



ARTICLE 17 - STANDING ORDERS AND RULES OF PROCEDURES AT COALITION MEETINGS

All accepted conventional meeting rules and procedures as generally used in South Africa will apply for all meetings of the Coalition.

17.1. THE CHAIRPERSON

- a) The Chairperson must chair all the meetings of the Coalition.
- b) If the Chairperson is absent then, the deputy chairperson must chair the meeting.

17.2. AGENDA

- a) The meeting must follow the agenda unless the participants decide otherwise.
- b) Only the issues on the agenda may be debated, unless the meeting decides by resolution not to discuss a matter

17.3. DEBATING A MOTION

- a) The mover of a motion may speak for the motion
- b) Participants may speak for or against the motion
- c) The mover of the motion has the right of reply
- d) No subject may be debated for longer than the allocated time unless a delegate proposes an extension of time which
 - d)1. May not be debated; and
 - d)2. Is duly seconded and supported by a 2/3rds majority



17.4. DECISION MAKING

Accept where otherwise provided in this Constitution the meeting makes a decision if:

- a) A motion is duly seconded; and
- b) The motion is carried if a simple majority of participants vote in favour thereof.
- c) A motion will lapse if it is not supported by a simple majority of participants.
- d) If there are equal votes in favour of and against a motion then the Chairperson shall have a casting vote.
- e) At all Conference meetings votes must be counted by scrutinizers who:
 - e)1. must be appointed by the meeting; and
 - e)2. must record the votes and report the results to the chairperson
- f) No motion that has been debated and determined may be reopened or verified or rescinded at the same meeting



17.5. RULINGS

- a) The ruling of the chairperson is final
- b) If any delegate refuses to obey the chairperson's ruling, a vote may be taken by the meeting to deem the member guilty of misconduct.
- c) If the meeting decides that the member is guilty of misconduct then:
 - c)1. The member must withdraw from the meeting; and
 - c)2. The meeting has a right to suspend that member for as long as the meeting deems fit.
- d) The provisions of the sub-section shall not apply:
 - d)1. Where a duly seconded motion is moved to overrule or rescind the chairperson's ruling; and
 - d)2. The motion is carried by a majority of the members present.
- e) In the event of a motion being moved in terms of this subsection:
 - e)1. The mover of such a motion is limited to making a statement in support of the motion; and
 - e)2. The chairperson has a right to reply limited to 5 minutes in each case.



ARTICLE 18 – AMENDMENT OF THE CONSTITUTION

- 18.1 The Constitution may be repealed or amended by the National Conference.
- 18.2 A notice of the proposed amendment must be sent to the Executive Director, in writing prior to the proposed amendment's circulation to the Members.
- 18.3 The Executive Director will provide at least fourteen (14) calendar days' notice of the proposed amendment, prior to the date of the National Conference meeting.
- 18.4 No amendment to the Constitution will be considered unless adequate notice and the text of any intended motion by a Member to amend the Constitution has been submitted in writing to the Executive Director.
- 18.5 The Executive Director must:
- 18.5.1 Circulate the notice to all provinces and members of the National Conference at least fourteen (14) calendar days prior to the date of the National Conference or Special Meeting, and include the proposed amendment on the next agenda of the Meeting.
- 18.6 Seventy five percent (75%) of members in attendance at the National Conference must agree on the resolution to repeal or amend the Constitution.
- 18.7 The Constitution shall not be amended, save and except upon a resolution passed by seventy five (75%) of members, entitled to vote by ballot at a Meeting convened for such a purpose.
- 18.8 A copy of all amendments to the constitution will be submitted to the Commissioner for the South African Revenue Services and the Director of Non-Profit Organisations.



- 18.9 Notwithstanding the above, the National Executive Committee shall have the authority to amend this Constitution as necessary to ensure compliance with any changes in applicable laws or regulations or to correct any typographical or grammatical errors. The National Executive Committee shall notify all members of any amendments made under this clause within 30 days of the amendment. Notification shall be made through the Coalition's usual communication channels, including via email. The notification shall include a summary of the changes made, the reasons for the amendments, and the effective date of the changes.
- 18.10 Clause 18.9 does not grant the National Executive Committee the authority to make substantive changes to the Constitution that would alter the objectives, membership rights, or governance structure of the Coalition without the approval of the voting members. Any amendments made under this clause shall be subject to review and ratification at the next National Conference.



ARTICLE 19 – INDEMNITY

- 19.1. The office-bearers of the Coalition are indemnified against any losses, charges costs, damages and all other expenses they may incur or to be put to the extent of the bona-fide execution of their duties as office-bearers of the Coalition.

ARTICLE 20 – DISSOLUTION

- 20.1. The Coalition may, by resolution at a Special Council Meeting called solely for this purpose, dissolve the Coalition.
- 20.2. A resolution to dissolve the Coalition will be of no force or effect, unless
- 20.2.1. it is carried with the approval of seventy five per cent (75%) of the total number of votes which would have been capable of being cast if every member in good standing at the date of the Special General Meeting concerned had been fully represented at that meeting, and
- 20.2.2. it specifies that on dissolution of the public benefit Coalition, the remaining assets shall be transferred to another non-profit organisation with similar objectives and if the Coalition is an approved public benefit organisation, to:
- 20.2.2.1. a public benefit organisation, which has been approved in terms of Section 30 of the Income Tax Act, Act No 58 of 1962;
- 20.2.2.2. any institution, board or body which is exempt from the payment of income tax in terms of Section 10 (1) (cA)(i) of the Income Tax Act, Act No 58 of 1962, which has as its sole or principal object the carrying on of any public benefit activity; or



- 20.2.2.3. 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) or (b) of the Income Tax Act, Act No 58 of 1962; or
- 20.2.2.4. the National Finance Housing Corporation contemplated in section 10 (1) (t) (xvii) of the Income Tax Act, Act No 58 of 1962, which is required to use those assets solely for the purposes of carrying on one or more public benefit activities.

This Constitution of the Unmute Civil Society Coalition – South Africa NPO was tabled and approved by the National Conference of Unmute Civil Society Coalition – South Africa NPO held ..., on dd / mm / yy 2024.



Annexure A – Elective Rules & Procedures: Inaugural National Conference

The Rules and procedures herewith outlined shall be presented and approved by the National Conference. The adoption of these rules and procedures shall done on the first day of Conference, in plenary session and duly approved thereafter as the rules and procedures.

1. Electoral College (Voting Delegates)
 - 1.1 The electoral college (voting delegates) shall be constituted at the Inaugural National Conference
 - 1.2 The Electoral College shall be constituted by 180 voting delegates (20 voting delegates each from 9 provincial delegations, registered, verified and present at the National Conference)
 - 1.3 The Electoral College shall be 180 person, duly enrolled on the voters roll, and eligible to cast one vote for all elective positions
 - 1.4 No substitutions are allowed for delegates once the voters roll is completed upon finalisation of registration of voting delegates on day of the National Conference
2. Eligibility Criteria for Candidates
 - 2.1 Any voting delegate from the provincial delegations are eligible to be nominated for any of the following positions
 - Chairperson
 - Deputy Chairperson
 - Treasurer
 - National Secretary
 - Deputy National Secretary



- 2.2 Provinces will in addition nominate 1 (one) representative for the National Council, as well as 1 (one) alternate representative
- 2.3 Provinces shall submit such names for representatives and alternates to conference in writing
3. Nomination of Candidates
 - 3.1 Nominations shall be submitted by the authorised representative of each province in writing, stating:
 - The Nominated Position:
 - Name of the Candidate:
 - Motivations for Candidates Suitability:
 - Name of the Nominating Province:
 - Signature of the Nominating Provincial Representative:
 - Name of the Seconder (Province):
 - Name & Signature of Seconder
 - Signature of the Nominated Person:
4. Voters Roll
 - 4.1 Provinces shall submit the names of all delegates prior to arrival (name; identity or passport number)
 - 4.2 Delegates shall complete Conference registration by the first day of the Conference
 - 4.3 Delegates shall verify their particulars as submitted by provinces
 - 4.4 All duly registered delegates shall be enrolled on the voters roll and shall be eligible to be nominated and contest elections
 - 4.5 The voters roll shall be made available for inspection by any designated provincial representative



5. Electoral Process

5.1 The electoral process shall be conducted under the supervision of the Returning Officer responsible for:

- Supervising the electoral process, including nominations, counting and announcing of results
- Announcing the Election Result

5.2 The Returning Officer will be supported by an Electoral Officer, such person being an independent specialist who will serve to oversee and monitor the processes related to the elections and secure the independent verification thereof

5.3 The Returning Officer shall receive and verify:

5.3.1 The registration of delegates

5.3.2 The voters roll

5.3.3 The nominations of candidates

5.4 Upon receipt of nominations, the Returning Officer shall read out the names of the candidates at plenary session

5.5 Candidates shall accept nominations in plenary session and be confirmed to stand and be present on the ballot



6. Voting Procedure

- 6.1 A single ballot shall be issued to each delegate with the positions and names of candidates
- 6.2 Each voting delegate shall receive one ballot on which mark their votes for candidate(s) for the positions
- 6.3 Voting shall be done by secret ballot in an appropriate venue
- 6.4 Voting shall be conducted per province

7. Counting of Ballots

- 7.1 The Returning Officer shall receive the sealed ballot box
- 7.2 Each province shall be eligible to delegate one (1) representative to observe the counting process and record any objections to the Electoral Officer
- 7.3 The outcome of ballot shall be tabulated and duly signed by the Returning Officer
- 7.4 The Electoral Office shall verify and certify the results

8. Announcement of Results

- 8.1 The results shall be announced by Returning Officer within 24 hours or no later than the close of Conference on day 2 of proceedings