



**SOUTH AFRICAN NATIONAL
COUNCIL OF YMCA'S**

NATIONAL CONSTITUTION

OUR PURPOSE:

Paris Basis of Affiliation

The worldwide body of Young Men's Christian Associations was affiliated in Paris in the year 1855 in terms of a principle statement referred to as the Paris Basis of Affiliation. This statement is core to our purpose and reads:

“The Young Men's Christian Associations seek to unite those young men who, regarding the Lord Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His Disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom among young men”.

Kampala Principles

At the 6th World Council of YMCA's meeting in Kampala in 1973, the Kampala Principles were adopted. These principles recognize that the Paris Basis of Affiliation places imperatives on the YMCA movement and its members as fellow workers with God:

- To work for equal opportunity and justice for all;
- To work for and maintain an environment in which relationships among people are characterized by love and understanding;
- To work for and maintain conditions, within the YMCA and in society, its organizations and institutions, which allow honesty, depth and creativity;
- To develop and maintain leadership and program patterns which exemplify the varieties and depth of Christian experience; and
- To work for the development of the whole person.

Challenge 21

At the 14th World Council of YMCA's meeting in Frechen, Germany in 1998, the YMCA movement committed itself to taking up challenges relevant to the 21st century:

- Sharing the good news of Jesus Christ and striving for spiritual, intellectual and physical well-being of individuals and wholeness of communities;
- Empowering all, especially young people and women to take increased responsibilities and assume leadership at all levels and working towards an equitable society;
- Advocating for and promoting the rights of women and upholding the rights of children;
- Fostering dialogue and partnership between people of different faiths and ideologies and recognizing the cultural identities of people and promoting cultural renewal;
- Committing to work in solidarity with the poor, dispossessed, uprooted people and oppressed racial, religious and ethnic minorities;
- Seeking to be mediators and reconcilers in situations of conflict and working for meaningful participation and advancement of people and their own self-determination;
- Defending God's creation against all that would destroy it and preserving and protecting the earth's resources for coming generations.

To face these challenges, the YMCA will develop patterns of co-operation at all levels that enable self-sustenance and self-determination

OUR MISSION:

To bring together the youth of South Africa and enable them to transform their communities into places where Christian Values and Principles are practiced.

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The South Africa Council of YMCA shall be a voluntary association registered as a fund-raising organization under the Fund Raising Act 107 of 1978 and as a Welfare Organisation under the National Welfare Act 100 of 1978.

The name of the Association shall be the South African National Council of Young Men's Christian Associations (SA YMCAs).

1. OBJECTIVES

The Association is a public, non-profit organization established to achieve the following objective:

- Informed by Christian values, we seek to prepare young people for life, leadership and service through focused development and sustainable programs.

2. DEFINITIONS

- 2.1** In this National Constitution, unless the context indicates otherwise: Expressions defined in the Companies Act 1973 or its successor shall have the meanings given to them in that Act.
- 2.2** Words importing the singular include the plural and vice versa, words importing the masculine include the feminine, and words importing persons shall include associations, trusts and corporate bodies.
- 2.3** The following words and expressions shall have the following meaning:
- 2.3.1** “Act” or “Companies Act” shall mean the Companies Act 1973 (No 61 of 1973 as amended) or its successor.
- 2.3.2** “National Constitution” shall mean this National Constitution.
- 2.3.3** “Association” shall mean either an “Autonomous Association” or a “Branch Association Member” of the National Council.
- 2.3.4** “Autonomous Association” shall mean a local organization which is autonomous and which is accepted as a member of the National Council.
- 2.3.5** “Branch Association” shall mean a local organization which is not autonomous and which is accepted as a member of the National Council.
- 2.3.6** “Challenge 21” shall mean the commitment adopted in 1998 at the 14th World Council of YMCA's in Frechen, Germany and set out in the preamble to this Constitution.
- 2.3.7** “Financial year” shall mean a continuous twelve (12) month period ending on the 31st day of March each year.
- 2.3.8** “Kampala Principles” shall mean the principles recognized and adopted at the 6th World Council meeting in Kampala in 1973 and set out in the preamble to this Constitution.
- 2.3.9** “Member” shall mean any “Association” or individual person admitted to membership of the National Council.
- 2.3.10** “National Council” shall mean the council constituted in terms of clause 6.18 of this Constitution.

- 2.3.11** “National Executive Committee” shall mean the National Executive constituted in terms of clause 9.
- 2.3.12** “National Member” shall mean an individual member elected in terms of paragraph 6.17.6
- 2.3.13** “Recognized Committee” shall mean a local organization established by the National Council either directly or through a Regional Council or an Association Member to initiate work consistent with the objectives of the National Council, preparatory to making application for Branch Association Membership.
- 2.3.14** “Regional Council” shall mean a council established by the National Council in a specific geographic area constituted in terms of clause 10.
- 2.3.15** “National Office” shall mean the office of the National Council.
- 2.3.16** “National President, National Vice-President, National Chairperson, National Treasurer and National General Secretary” shall mean those respective office-bearers of the National Council.
- 2.3.17** “Notified Address” shall mean the address of a Member as shown in the register of members of the “National Council”.
- 2.3.18** “Paris Basis of Affiliation” shall mean the statement of principle which the world-wide body of Young Men’s Christian Associations adopted in Paris in 1855, as set out in the preamble to this Constitution.
- 2.3.19** “Writing” and “written” includes printing, typing and other modes of reproducing words in a visible form.
- 2.3.20** The headings contained in this National Constitution are included for convenience or reference only and shall in no way affect or be taken into account in connection with the construction of this National Constitution.

3. LEGAL STATUS

The Association is a body corporate with its own legal identity which is separate from its individual members. The Association shall continue to exist even if the members change. The Association may own property, enter into contracts, and sue or be sued in its own name.

4. NON-PROFIT DISTRIBUTING CHARACTER

- 4.1** The income and property of the Association shall be used solely for the promotion of its stated objectives outlined in paragraph 2. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (other than in the ordinary course of undertaking any public benefit activity) or to any member of the Association, National Executive Committee or National Council, except as:

- 4.1.1** Reasonable compensation for services rendered to the Association;
 - 4.1.2** Re-imbusement of costs or expenses reasonably incurred on behalf of the Association.
 - 4.2** Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid or distributed amongst members, but shall be transferred by donation to some other non-profit organization which the National Executive Committee considers appropriate and which:
 - 4.2.1** Has objectives that are the same or similar to the objectives of the Association; and
 - 4.2.2** Should the Association be exempt from the payment of taxes and duties, is also exempt from the same taxes and duties.

5. POWERS

The Association, acting through its National Executive Committee or at the Annual Meeting shall have all the powers necessary for it to carry out its objectives as stated in paragraph 1. General

6. MEMBERSHIP OF THE NATIONAL COUNCIL

6.1 CATEGORIES OF MEMBERSHIP

6.1.1 Association Members:

Consisting of two (2) sub-categories:

- 6.1.1.1** Autonomous Association Members
- 6.1.1.2** Branch Association Members

6.1.2 Individual Members:

Consisting of three (3) sub-categories:

- 6.1.2.1** National President and National Vice-President
- 6.1.2.2** National Executive Committee Members
- 6.1.2.3** Elected National Members

6.2 ADMISSION TO ASSOCIATION MEMBERSHIP

Admission to Association Membership of the National Council shall be by approval of the National Council at an Annual General Meeting on receipt of:

- 6.2.1** A written application including a written commitment to the objectives in the Paris Basis of Affiliation, Kampala Principles and Challenge 21 and an undertaking to comply with the Charter for South African YMCA's;

- 6.2.2 A recommendation of the National Executive Committee;
- 6.2.3 A copy of the Constitution of the body applying for membership certified as a true copy by the Chairperson and General Secretary of that body;
- 6.2.4 A list of the names and addresses of the members of the Management Committee of the body;

Provided that the National Executive Committee may in its discretion grant provisional Branch Association membership, subject to ratification at the next Annual General Meeting of the National Council.

6.3 GENERAL REQUIREMENTS FOR AUTONOMOUS ASSOCIATION MEMBERSHIP

No organization, association or corporation shall be an Autonomous Association Member of the National Council unless it satisfies the following general requirements:

- 6.3.1 Its name shall include the words “Young Men’s Christian Association”;
- 6.3.2 The member recognizes that it is permitted to include the words “Young Men’s Christian Association” as part of its name only for as long as it remains a member and acknowledges that the inclusion of the words is subject to the authority and license of the National Council;
- 6.3.3 Its objectives include the Paris Basis of Affiliation, Kampala Principles and Challenge 21;
- 6.3.4 By its constitution it limits the rights of voting on the matter of its election of office bearers and the Autonomous Association’s Management Committee to persons who subscribe to the Paris Basis of Affiliation, Kampala Principles and Challenge 21.
- 6.3.5 It shall accept in writing to comply with the Charter for South African YMCA’s.

6.4 GENERAL REQUIREMENTS FOR BRANCH ASSOCIATION MEMBERSHIP

No organizations, association or corporation shall be a Branch Association Member of the National Council unless it satisfies the following general requirements:

- 6.4.1 Its name shall include the words “Young Men’s Christian Association”;
- 6.4.2 Such member recognizes that it is permitted to include the words “The Young Men’s Christian Association” as part of its name only for so long as it remains a member and acknowledges that the inclusion of the words is subject to the authority and license of the National Council;
- 6.4.3 Its objectives shall include the Paris Basis of Affiliation, Kampala Principles and Challenge 21;

- 6.4.4** By its Constitution it limits the right to vote at its election of office bearers and the Association's Management Committee to persons who subscribe to the Paris Basis of Affiliation, Kampala Principles and Challenge 21;
- 6.4.5** Its Management Committee shall be comprised of individuals who are committed to the attainment of the Association's objectives, particularly its Christian purposes as expressed in the Paris Basis of Affiliation, Kampala Principles and Challenge 21;
- 6.4.6** It shall have signified in writing its acceptance of the National Constitution of the National Council;
- 6.4.7** Its constitution shall conform to any other provision contained in the National Constitution of the National Council.
- 6.4.8** It shall accept in writing to comply with the Charter for South African YMCA's.

6.5 SPECIFIC REQUIREMENTS FOR AUTONOMOUS ASSOCIATION MEMBERSHIP

Compliance with the requirements for Autonomous Association Membership shall be determined by the National Executive Committee and approved by the National Council. The specific requirements for admission to Autonomous Association Membership shall be:

- 6.5.1** It shall comply with the general qualifications for Association Membership contained in paragraph 6.3.
- 6.5.2** Its constitution shall include clauses relating to:
- Objectives
 - Affiliation
 - Dissolution
 - Alterations to the Constitution
- 6.5.3** The sections of its constitution relating to "name" and "area of operation" shall be approved by the National Council in order to preserve the rights of other Association Members.
- 6.5.4** It shall have effectively implemented its objectives and in particular the Christian purpose of the Association in accordance with the Paris Basis of Affiliation, Kampala Principles and Challenge 21.
- 6.5.5** It shall have maintained over a period of time a balanced program of activities of a reasonable size and scope.
- 6.5.6** It shall have an established and viable membership including a significant proportion of Full Members.
- 6.5.7** It shall have a record of sound management, administration and financial stability.

- 6.5.7** It shall have a full-time General Secretary employed after consultation with the National Executive Committee provided that in exceptional circumstances the Association may be released from this requirement by the National Executive Committee, subject to confirmation by the National Council.

6.6 SPECIFIC REQUIREMENTS FOR BRANCH ASSOCIATION MEMBERSHIP

The specific requirements for admission to Branch Association Membership shall be:

- 6.6.1** It shall comply with the General Qualifications for Association membership contained in paragraph 6.4;
- 6.6.2** The sections of its Constitutions relating to “name” and “area of operation” shall be approved by the National Council in order to preserve the rights of other Association Members.
- 6.6.3** It shall be a branch of, and subject to direction by either the National Council or an Autonomous Association Member.

6.7 CESSATION OF ASSOCIATION MEMBERSHIP

- 6.7.1** An Association Member shall cease to be a member of the National Council upon the revocation of its membership becoming effective in the manner provided in this National Constitution.
- 6.7.2** An Association Member may cause its membership of the National Council to cease by an act of resignation pursuant to the following procedure:
- 6.7.2.1** The Association Member wishing to resign shall give the National Council, through the National Executive Committee, three (3) calendar months’ notice of its intention to resign. Such notice shall be in writing and sent by registered mail to the National General Secretary. The notice shall set out the reasons for the member wishing to resign.
- 6.7.2.2** During the notice period, the member and the National Executive Committee shall make every reasonable effort to resolve the issue stated in the notice of intention to resign.
- 6.7.2.3** Should these endeavors be unsuccessful, cessation of membership shall, subject to paragraph 6.7.2.1, come into effect three(3) calendar months after the date of the notice of intention to resign, but not before an agreement has been concluded between the member and the National Council in terms of paragraph 6.7.2.4.
- 6.7.2.4** No Association Member shall resign its membership of the National Council until the member and the National Council have reached written agreement as to how the member will account to the National Council for assets funded by the National Council or transferred to the member prior to resignation, and for the assumption by the member of related liabilities.

6.8 SUSPENSION OF ASSOCIATION MEMBERSHIP

Subject to the appeal provisions of paragraph 6.9 membership of any Association Member may at any time be suspended by the National Executive Committee after due consultation with that member if:

6.8.1 In the opinion of the National Executive Committee the Association Member: is not acting or its activities are not being conducted by its Management Committee in accordance with the members' objectives as stated in its constitution or in accordance with the Paris Basis of Affiliation, Kampala Principles and Challenge 21;

OR

Is acting or its activities are being conducted by its Management Committee in a manner which may in the opinion of the National Executive Committee, bring itself or the National Council and its members, into disrepute;

OR

Fails to meet its agreed financial or other obligations to the National Council;

OR

Fails or refuses to comply with the requirements of this National Constitution.

6.8.2 Any alteration is made to the Constitution of a Branch Association Member without the prior written consent of the National Executive Committee being obtained.

6.8.3 Any alteration is made to the Constitution of an Autonomous Association Member in relation to:

- Name
- Area of operation
- Objectives
- Affiliation
- Dissolution
- Alterations to the constitution

Without the prior written consent of the National Executive Committee being obtained.

6.9 APPEAL AGAINST SUSPENSION

6.9.1 If the membership of an Association Member is suspended by the National Executive Committee under paragraph 6.8, the National Executive Committee shall forward to the Association member ("the Appellant") by prepaid registered post addressed to the Appellant at its notified address, notice in writing of its suspension. The notice shall contain details of the reason for suspension.

6.9.2 Within sixty (60) days from date of the posting of a notice of suspension (or with the written approval of the National Executive Committee at any time after sixty (60) days) the Appellant may give written notice to the National Executive Committee delivered to the National Office of its intention to appeal against suspension (“the Notice of Appeal”). The notice shall specify the reasons why the Appellant’s suspension of its membership should be cancelled and its full rights of membership restored.

6.9.3 If the Appellant has been served with a notice of suspension of its membership under paragraph 6.9.1, and fails to deliver the Notice of Appeal within the time prescribed in paragraph 6.9.2, the National Executive Committee may in its discretion either revoke the membership of the Appellant (in which case the revocation shall be immediate and the Appellant shall cease to be a member) or take such other action in respect of the Appellant’s membership (including continued suspension) as the National Executive Committee may deem appropriate.

Such action shall be subject to ratification by the National Council at the subsequent Annual General Meeting or a Special Meeting called for that purpose.

6.9.4 If the Appellant delivers the Notice of Appeal to the National Office in the manner prescribed in paragraph 6.9.2 the National Executive Committee shall either notify the Appellant that the suspension of its membership has been cancelled (in which case the full rights of membership of the National Council will be restored to the Appellant) or it shall convene a Special Meeting of the National Council for the hearing the appeal on a date not later than forty days after delivery to the National Office of the Notice of Appeal (or a later date mutually agreed between the National Executive Committee and the Appellant). At such Special Meeting the Appellant shall be entitled to be heard or to present a written submission containing reasons why the suspension of its membership should be cancelled and its full rights of membership restored. The members present at the Special Meeting (other than the Appellant) may resolve by special resolution to dismiss the Appeal and to expel the Appellant from membership of the National Council, in which case the Appellant’s membership shall be revoked, and the Appellant cease to be a member. If there is no special resolution passed the suspension of the Appellant’s membership may be cancelled or varied in such a manner as a majority of the members (other than the Appellant) present may determine by an ordinary resolution.

6.9.5 No Association Member which has been served with a notice of suspension of its membership, nor any representative or member shall be entitled to attend or vote at any meeting of the National Council, (other than as provided in paragraph 6.9.4) until such time as the suspension of its membership of the National Council has been revoked.

6.10 USE OF THE NAME “YOUNG MEN’S CHRISTIAN ASSOCIATION”

If the membership of any Association Member is revoked under paragraph 6.8 or if a member ceases for any reason to be a member of the National Council, then that member shall change its name to a name not containing the words "Young Men's Christian Association" or any words or initials which would be likely to associate it in any way with the National Council or with the Young Men's Christian Association, and shall cease to use in connection with its activities any trademarks, symbols or designs registered in the name of the National Council, or which would be likely to associate it with the National Council or with the Young Men's Christian Association.

6.11 REVOCATION OF ASSOCIATION MEMBERSHIP

Should the membership of a Association be revoked, the National Executive Committee shall ensure that any assets funded by the National Council are secured and seek to reach an equitable agreement with any surviving organization concerning ownership of all other assets of the Association.

6.12 ANNUAL REVIEW OF MEMBERSHIP

The National Executive Committee shall conduct an annual review of the status of Autonomous Associations and Branch Associations and shall make recommendations to the National Council regarding changes in membership status.

6.13 ALTERATION OF STATUS FROM AUTONOMOUS ASSOCIATION TO BRANCH ASSOCIATION

If in the opinion of the National Council, after a detailed report from National Executive Committee, an Autonomous Association fails to meet the specific requirements for an Autonomous Association under paragraph 6.5, the National Council shall have the right in its discretion to alter its status to that of a Branch Association. In these circumstances the National Executive Committee and the management of the Association shall meet and decide on the future ownership of the assets of the Association.

In the event of the Association and the National Executive Committee not being able to reach agreement with regard to the status of the Association, an arbitrator shall be appointed to settle the matter, with the arbitrator to be decided by mutual agreement.

6.14 FAIRSHARE

6.14.1 Every Association Member shall pay Fairshare to the National Council as their share of the expenses of the National Council as determined by the members of the National Council at an Annual General Meeting. In exceptional circumstances a Member may be given a grant-in-aid by the National Executive Committee to meet all or part of their Fairshare. Individual members are not obliged to pay any Fairshare to the National Council.

6.14.2 A Member whose Fairshare or any installment is more than three (3) months overdue may be barred from voting at a meeting of the National Council where the amount is still unpaid at the time of the meeting.

6.15 CONTINUING INFORMATION TO BE SUPPLIED BY ASSOCIATION MEMBERS

- 6.15.1** Every Association Member shall furnish copies of its Annual Report and audited financial statements with the National Office within thirty (30) days of their issue.
- 6.15.2** Every Autonomous Association Member shall lodge with the National General Secretary, for approval by the National Council, a copy of any proposed alteration or amendment to its constitution in the clauses specified in paragraph 6.8.3 and no such amendment should be effected unless and until approved by the National Council. All other alterations must be notified to the National Council.
- 6.15.3** Every Branch Association Member shall lodge with the National General Secretary, for approval by the National Council, a copy of any proposed alteration or amendment to its constitution and no such amendment should be effected unless and until approved by the National Council.

6.16 RECOGNISED COMMITTEES

6.16.1 Purpose

The purpose of a Recognized Committee is to investigate the establishment of a Branch Association and to commence work towards meeting local needs falling within the objectives of the National Council. Such work will be preparatory to the acceptance of a constitution by Branch Association Members, the appointment of a Board of Management and admission as a Branch Association Member in terms of paragraph 6.4.

6.16.2 Appointment

Recognized Committees shall be appointed by the National Council at an Annual General Meeting on receipt of:

- 6.16.2.1** A written application including a list of names and addresses of the members of the Recognized Committee.
- 6.16.2.2** A recommendation from an Association Member, Regional Council or the National Executive Committee that provisional appointment is granted by the National Executive Committee.

6.16.3 Qualifications of Recognition

The appointment of Recognized Committees shall be subject to:

- 6.16.3.1** The members of the Recognized Committee undertaking to operate in a manner laid down by the National Council and in accordance with the National Council Standard Rules for Recognized Committees.

6.16.3.2 The members of the Recognized Committee subscribing to the Paris Basis of Affiliation, Kampala Principles and Challenge 21.

The members of the Recognized Committee undertake to use the YMCA's name and emblems only by license from the National Council.

6.17 INDIVIDUAL MEMBERS

6.17.1 Categories of Individual Membership

There shall be three categories of Individual Membership, as follows:

- 6.17.1.1** The National President and Vice-President
- 6.17.1.2** National Executive Committee Members
- 6.17.1.3** Elected Individual Members

6.17.2 Qualifications for Individual Membership

The qualifications for persons elected as Individual Members shall be as follows:

- 6.17.2.1** They shall be eighteen years of age or over.
- 6.17.2.2** They shall signify their acceptance of the National Constitution of the National Council.
- 6.17.2.3** They shall be Full Members of an Association Member.

6.17.3 Election and Terms of Office

The National Council shall at its Annual General Meeting every three years by way of election (and at any Annual General Meeting for the purpose of filling any casual vacancy), make the following appointments from among its members or from among the Full Members of its Association Members:

6.17.3.1 National President

The National President's term of office shall be three (3) years, subject to the incumbent being eligible for re-election for a further term of three (3) years and provided that their term of office is limited to two (2) consecutive terms or six (6) consecutive years. After an interval of three (3) years, be eligible for re-election provided that their term of office is limited to two (2) consecutive terms or six (6) consecutive years. The National President shall ex officio be a member of all National Committees and shall have the right to vote at National Executive Committee meetings.

6.17.3.2 Vice-President

The Vice-President's term of office shall be three (3) years and they shall be eligible for re-election provided that their term of office is limited to two (2) consecutive terms or six (6) consecutive years. After an interval of three (3) years the Vice-President shall be eligible for re-election. The Vice-President may be invited to attend National Executive Committee meetings but will not be entitled to vote

6.17.4 Nomination Procedures

6.17.4.1 National President

Each Regional Council shall forward a nominee for the position of National President to the National General Secretary at least six (6) months prior to the date of election or re-election of the National President. The Annual General Meeting of the National Council shall elect a National President from these nominees.

6.17.4.2 Vice-President

The Vice-President to be elected at the Annual General Meeting of the National Council shall be nominated in writing on the prescribed form by an Association Member. Such nominations shall be lodged with the National General Secretary at least fourteen days before the Annual General Meeting of the National Council and shall contain the nominee's written acceptance of nomination.

6.17.5 National Executive Committee Members

The National Council shall at its Annual General Meeting every three years by way of election (and at any Annual General Meeting for the purpose of filling any casual vacancy), make the following appointments in respect of the National Executive Committee;

6.17.5.1 Election and Terms of Office

The National Executive Committee shall consist of the following members:

National Chairperson

National Treasurer

One (1) Regional Representative from each Regional Council elected in terms of paragraph 6.17.5.3.3.

Two (2) Youth Representatives elected and nominated by the National Youth Council

One (1) Gender Representative elected in terms of paragraph 6.17.5.3.4.

One (1) Staff Representative

Up to two (2) Additional Members elected to represent special fields of YMCA work

National General Secretary (without a vote)

6.17.5.2 The National Chairperson, National Treasurer, Regional Representatives, Gender Representative and Additional Members, shall be elected at the Annual General Meeting of the National Council and shall be eligible for re-election provided the National Chairperson does not hold office for more than six (6) consecutive years. Similarly, the National Treasurer, Regional Representatives, Youth Representatives, Gender Representative, Staff Representative and

Additional Members shall not hold office for more than six (6) consecutive years

6.17.5.3 Nomination Procedures

The following procedure shall apply for the election of National Executive Committee members:

6.17.5.3.1 The National Chairperson

Nominations proposed and seconded by Regional Councils shall be lodged in writing with the National General Secretary at least fourteen (14) days before the Annual General Meeting, and shall contain the nominee's written acceptance of their nomination. The Annual General Meeting of the National Council shall elect the National Chairperson.

6.17.5.3.2 National Treasurer

The National Executive Committee shall nominate one (1) person for election at the Annual General Meeting. The nominee for National Treasurer shall indicate their acceptance of the position in writing.

6.17.5.3.3 Regional Representatives

Each Regional Council shall nominate one (1) person for election at the Annual General Meeting as its representative and one (1) alternate. The nominees shall be members of the nominating Regional Council.

6.17.5.3.4 Gender Representative

The National Executive Committee shall nominate one (1) person for election at the Annual General Meeting. The nominee for Gender Representative shall indicate their acceptance of the position in writing.

6.17.5.3.5 Staff Representative

The National Executive Committee shall nominate one (1) person for election at the Annual General Meeting. The nominee for Staff Representative shall indicate their acceptance of the position in writing.

6.17.5.3.6 Additional Members

The National Executive Committee may, as required nominate up to two (2) persons for election at the Annual General Meeting as Additional Members of the National Executive Committee to represent special fields of YMCA work. Members of the National Council shall recommend the establishment of a Special Field Portfolio to the National Executive Committee at least three (3) months before an Annual General Meeting.

6.17.5.4 Vacancies

A vacancy shall occur in the National Executive Committee by death, resignation, disqualification, absence from three (3) consecutive meetings of the National Executive Committee, or for any other reason. In the event of a vacancy occurring it shall be filled in the following manner:

6.17.5.4.1 National Chairperson and National Treasurer

The remaining members of the National Executive Committee shall appoint a member of the National Council to fill the vacancy. Such appointment shall be until the next Annual General Meeting of the National Council.

6.17.5.4.2 Regional Representatives

The alternate Regional Representative nominated by the Regional Council at the previous Annual General Meeting of the National Council, shall be appointed by the National Executive Committee to fill the vacancy. In the event of the alternate not being available, the Regional Council concerned shall nominate a representative for appointment by the National Executive Committee. Such appointment shall be until the next Annual General Meeting of the National Council. .

6.17.6 National Members

6.17.6.1 Election and Term of Office

National Members of the National Council shall be elected annually at the Annual General Meeting of the National Council and shall hold office until the next Annual General Meeting.

6.17.6.2 Nomination

Nominations in writing for the election of National Members, signed by a proposer and seconder, both of whom shall be Individual Members of the National Council, or voting representatives of Association Members, shall be lodged with the National General Secretary not later than fourteen (14) days before the date of the Annual General Meeting of the National Council. The nominee shall supply their acceptance of their nomination in writing.

6.17.6.3 Number

National Members shall not exceed ten (10) in number.

6.17.7 Cessation of Individual Membership

6.17.7.1 Revocation of Membership or Resignation

An Individual Member shall cease to be a member of the National Council upon the revocation of their membership becoming effective as prescribed in paragraph 6.17.7.2.

OR

If they resign from office as National President, Vice-President, National Executive Committee member or elected National Member.

6.17.7.2 Suspension of Membership

Subject to the provisions of paragraph 6.17.7.1 the membership of an Individual Member may be suspended by the National Executive Committee after consultation with the member, if:

- In the opinion of the National Executive Committee the member is not acting in accordance with the spirit of the Paris Basis of Affiliation, Kampala Principles and Challenge 21, or in accordance with the objectives of the National Council as stated in its Memorandum of Association;
- Is acting in a manner which may, in the opinion of the National Executive Committee, bring the National Council or the Young Men's Christian Association into disrepute;
- Fails or refuses to observe or comply with the rules or by-laws of the National Council;
- Fails to fulfill the duties for which they were appointed as an Individual Member.

6.17.7.3 Appeal

The provisions in paragraph 6.9 for the right of appeal of suspended Association Members, shall also apply to Individual Members.

6.17.8 Failure to Nominate Members

If no nomination is received for election to any office on the National Executive Committee or National Council the National Council shall be entitled at its Annual General Meeting to elect any Full Member of any Association Member to fill posts for which no nominations have been received. If it is decided not to accept a nominated person to fill any vacancy at the Annual General Meeting the National Council may elect any Full Member of any Association Member to fill the position.

6.18 MEETINGS OF THE NATIONAL COUNCIL

6.18.1 GENERAL MEETINGS

- 6.18.1.1** An Annual General Meeting of the National Council shall be held annually at such time and place as prescribed by the National Executive Committee.
- 6.18.1.2** All other meetings of the National Council shall be called Special Meetings.
- 6.18.1.3** National General Secretary shall, not less than thirty (30) days prior to each Annual General Meeting of the National Council, issue notices to each member at their notified address advising the time, date and venue of the meeting.

6.18.2 SPECIAL MEETINGS

- 6.18.2.1** The National Executive Committee may, at any time, call a Special Meeting of the National Council, and shall do so either on its own authority or on receipt of a requisition in writing of members representing at the date of such

requisition, 25% of the total voting rights of all voting members exercisable at a Special Meeting, expressing the object of the proposed meeting. Notices convening the meeting shall be issued to members within twenty-one (21) clear days from receipt of the requisition.

6.18.2.2 The National General Secretary shall, not less than twenty-one (21) days prior to a Special Meeting of the National Council, issue notices to each member at their notified address, advising the time, date and venue of the meeting and its purpose.

6.19 QUORUM AT MEETINGS

At each Annual General Meeting or Special Meeting, no business shall be undertaken unless there is a quorum present. A quorum shall consist of 25% (but not less than three (3) members) of the total number of those entitled to vote, either as Individual Members or as nominated representatives of Association Members, who are present. If a quorum is not present within one (1) hour from the advised time, the meeting if convened by requisition shall be dissolved. In any other case the meeting shall be adjourned to the next day at the same time and venue or another venue nominated by the National Executive Committee. If a quorum is not present at the adjourned meeting, those members who are present shall be deemed a quorum and may undertake business.

6.20 ADJOURNMENT OF MEETINGS

Subject to the provisions of this National Constitution, the Chairperson of any meeting may, with the consent of those present, adjourn the meeting and no business shall be undertaken at an adjourned meeting other than the business left unfinished at the original meeting. No notice needs to be given of an adjourned meeting unless it is directed in the resolution for adjournment.

6.21 PROCEEDINGS AT MEETINGS

The National President or in their absence the National Chairperson, or in their absence the Vice-President shall take the chair at every meeting of the National Council. The National President may delegate the task of chairing to the National Chairperson. If at any meeting the National President, National Chairperson, or the Vice-President are not present within ten (10) minutes after the time appointed for holding the meeting, the members present shall choose another member of the National Council to act as Chairperson.

7. REPRESENTATION AND VOTING RIGHTS

7.1 INDIVIDUAL MEMBERS

Each Individual Member shall have one (1) vote at meetings of the National Council.

7.1.1 AUTONOMOUS AND BRANCH ASSOCIATION MEMBERS

Autonomous and Branch Association Members shall be entitled to representation at meetings of the National Council by three (3) members, one (1) being its General Secretary, and each representative shall be entitled to one (1) vote.

The representatives, who shall either be Full Members of the Association, shall be nominated by the Board of Management of the Autonomous or Branch Association Member and shall serve for three (3) years. The Board of Management of the Autonomous or Branch Association Member may withdraw or replace any of its representatives, and may appoint alternates to represent the nominated members.

7.1.2 RECOGNISED COMMITTEES

Each Recognized Committee shall be entitled to be represented at meetings of the National Council by one (1) of its members, who shall be entitled to speak but not to vote at such meetings.

8. VOTING PROCEDURE

- 8.1 Subject to paragraph 6.17, voting shall be exercised by Individual Members and duly appointed representatives of Association Members present at the meeting or by authorized alternates of Association Member representatives only.
- 8.2 At the commencement of the meeting voting representatives of Association Members shall submit written authorities to vote supplied by their Association's Board of Management.
- 8.3 Members other than Individual Members shall be empowered to nominate alternates to represent them and to vote.
- 8.4 Members shall not be empowered to grant proxy rights.
- 8.5 In the event of an individual being a member or a voting representative in more than one (1) category of membership, they shall have only one (1) vote at meetings.
- 8.6 Every resolution or amendment proposed and seconded at a meeting of the National Council shall be put to the meeting by the Chairperson and decided upon by a show of hands. The declaration of the Chairperson as to the majority shall be final, provided that if a poll is demanded, it shall be allowed and taken in such a manner as the Chairperson directs.
- 8.7 Any resolution recorded in writing and signed by a majority of at least two-thirds of the Individual Members and Association Member representatives entitled to vote at meetings of the National Council, shall have the same force and effect as though it were a resolution formally carried by a majority at a meeting.
- 8.8 In the case of an equality of votes the Chairperson shall have a special casting vote in addition to their deliberative vote at all meetings of the National Council.

9. NATIONAL EXECUTIVE COMMITTEE

9.1 MEETINGS

The National Executive Committee shall meet as often as the Chairperson may determine, but at least three (3) times per annum.

9.2 COMPOSITION

The National Executive Committee shall comprise:

- Chairperson
- National Treasurer
- Regional Representatives (4)
- Gender Representative
- Youth Representatives (2)
- Additional Members (2)
- Staff Representative (1)
- National General Secretary – without a vote

9.3 VOTING RIGHTS

All members of the National Executive Committee shall have the right to attend and speak at meetings but the National General Secretary shall not be entitled to vote. The remaining members of the National Executive Committee shall each have one (1) vote with the exception of the National Chairperson, who shall have a deliberative and a casting vote. The National President shall be entitled to vote at meetings of the National Executive Committee.

9.4 QUORUM

Six (6) of the voting members of the National Executive Committee present at any meeting shall constitute a quorum, with the power to act.

9.5 POWERS OF THE NATIONAL EXECUTIVE COMMITTEE

9.5.1 The management of the business of the National Council shall be vested in the National Executive Committee, who, in addition to the powers and authorities expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the National Council. In particular, the National Executive Committee shall have the power:

9.5.1.1 To recommend to the National Council whether any Fairshare or levy shall be payable by members or class of members, and the amount of any Fairshare or levy.

9.5.1.2 To appoint, remove, suspend and dismiss the National General Secretary and to determine their powers and duties. The National General Secretary shall in consultation with the National Executive Committee appoint, remove, suspend, dismiss and determine the remuneration and duties of employees of the National Council.

9.5.1.3 To make and alter regulations, provided that these new and altered regulations are consistent with this National Constitution and they are ratified by the National Council at its next Annual General Meeting.

9.5.1.4 To elect Committees or Sub-Committees for any purpose and to delegate any powers it may determine. The National Executive Committee shall be free to appoint as members of these Committees or Sub-Committees including its own members, members of the National Council, and other persons. The National General

Secretary and the National Chairperson shall be ex officio members of all Committees or Sub-Committees.

- 9.5.1.5** To establish in consultation with the appropriate Regional Council, local organizations known as Branch Associations and to grant them provisional Branch Association membership of the National Council.
- 9.5.1.6** To establish local organizations known as Recognized Committees, for the purpose of initiating new YMCA work outside the areas of operation of Association Members of the National Council, subject to the requirements of the National Council and in consultation with the appropriate Regional Council.
- 9.5.1.7** To raise, borrow and secure funds for the National Council upon such terms and conditions as thought appropriate and issue debentures or debenture stock charged on all or any part of the property of the National Council.
- 9.5.1.8** All acts done by any meeting of the National Executive Committee or a Committee or Sub-Committee of the National Executive Committee shall despite any defect in the appointment of any person acting as a member of the National Executive Committee, Committee or Sub-Committee, will be as valid as if the person had been qualified to act as a member of the National Executive Committee, Committee or Sub-Committee.

9.6 CONTRACTS

A member of the National Executive Committee shall not vote in respect of any contract or proposed contract with the National Council in which they have an interest or in respect of any matter arising or in connection with a contract or proposed contract in which they have an interest.

9.7 COMMITTEES

A Committee may elect a Chairperson at their meetings. If no Chairperson is elected or if at any meeting the Chairperson is not present within five (5) minutes after the appointed time for the meeting, the members present may choose a Chairperson.

A Committee may meet and adjourn as appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present. The Chairperson shall have both a deliberative and a casting vote. Two-thirds of the members shall constitute a quorum.

10. REGIONAL COUNCILS

10.1 ESTABLISHMENT

Regional Councils shall be established by the National Council in specific geographical areas. The boundaries of the Regional Councils shall be subject to change by the National Council at its discretion and in consultation with the Regional Council or Councils concerned.

10.2 CONSTITUTION

The National Council shall, in consultation with the Regional Councils, establish the Constitutions and regulations governing Regional Councils and make amendments.

10.3 PURPOSE

Regional Councils are established:

- 10.3.1** To represent the interests and needs of Association Members on the National Executive Committee.
- 10.3.2** To represent the National Council and to interpret and encourage the implementation of National Council policies and programs.
- 10.3.3** To serve as a channel of communication between the Association Members, the National Executive Committee and the National Council. This should not exclude the right of Association Members and the National Council to communicate directly with each other.
- 10.3.4** To co-ordinate fundraising activities conducted by the National Council and the Association Members within the region.
- 10.3.5** To establish and give effect to policies for YMCA development in the region and to co-ordinate the development of new projects and the expansion of existing work in consultation with the Association Members in the region.
- 10.3.6** To co-ordinate, advice, guide and support the Association Members in their work and in their public relations activities in the region.
- 10.3.7** To represent the Association Members in their relations with regional bodies such as Government agencies, Church groups and Planning Commissions.
- 10.3.8** To investigate and evaluate the interests and needs of Association Members and to promote programs to meet their interests and needs.
- 10.3.9** To implement and maintain procedures for appraising in regional terms the spiritual, social, economic and related developments having a bearing on the activities and futures of Association Members.

10.4 MEMBERSHIP

The appointment of members of Regional Councils shall be confirmed by the National Council at its Annual General Meeting and shall consist of the following categories:

10.4.1 Members of the National Council

Representatives of Association Members of the National Council which are located within the boundaries of the Regional Council, and all Individual Members of the National Council who reside within these boundaries.

- 10.4.1.1** Each Autonomous Association Member may appoint three (3) representatives.

10.4.1.2 Each Branch Association may appoint two (2) representatives.

10.4.1.3 All representatives shall be Full Members of an Association Member.

10.4.2 Recognized Committees

Recognized Committees may appoint one (1) representative.

10.4.3 Co-Opted Members

Regional Councils shall have the power to co-opt additional members provided that:

- Any person co-opted shall be either a Full Member of an Association Member or a General Secretary of an Association Member.
- The co-option shall be subject to the approval of the National Council through the National Executive Committee.
- The period of office of co-opted members shall expire at the time of the next Annual General Meeting of the National Council. Co-opted members shall be eligible for co-option for further periods of one (1) year.

11. FINANCIAL MATTERS

11.1 Bank Account

The National Executive Committee shall open a bank account or bank accounts in the name of the Association with a registered Bank or Building Society. The National Executive Committee shall ensure that all monies received by the Association are deposited in the bank account or bank accounts as soon as possible after receipt.

11.2 The National Executive Committee shall ensure that books and accounts are kept as may be necessary or required by statute to reflect a true statement of the National Council's financial affairs, its assets and liabilities. These books of account shall be kept at the registered office of the National Council or other place the National Executive Committee deems appropriate, and shall always be open to inspection by members of the National Executive Committee.

11.3 The National Executive Committee shall determine whether and if so, the extent, times, places and conditions under which the books and accounts of the National Council shall be open for inspection by members other than members of the National Executive Committee.

11.4 Once every year a report shall be prepared by the National Executive Committee on the activities of the National Council from the year ending 31 March preceding the Annual General Meeting of the National Council, and this report together with the audited financial statements of the National Council shall be tabled before members at the Annual General Meeting.

11.5 A copy of the Annual Report and audited financial statements of every Association Member, Recognized Committee and every Regional Council shall be supplied to the National Executive Committee through the National General Secretary within six (6)

weeks of the financial year end and tabled before members at the next Annual General Meeting of the National Council.

12. AUDITORS

Auditors registered under the Public Auditors and Accountants Act shall be appointed annually to audit the accounts and records and certify and report on the financial statements required under paragraph 11.

13. MINUTES

Proper minutes shall be kept of all meetings of the National Council, the National Executive Committee, Committees, Sub-Committees, Recognised Committees and Regional Councils and shall after confirmation by those respective bodies, be binding upon the members.

14. INDEMNITY

Members shall not incur any liability beyond the payment of the Fairshare or levy if any, fixed by the National Executive Committee of the National Council and the obligation referred to in paragraph 6.14 of the Memorandum. Every member of the National Executive Committee, or servant of the National Council, shall be indemnified by the National Council against all costs, loss and expense which such member, officer or servant may incur or become liable for in any way in the execution of their office or trust, unless it was incurred or occasioned by their own willful act or default.

Members, offices or servants shall not be answerable for any act or default or any loss, misfortune or damages which may happen in the execution of their office, except when the loss, misfortune or damages occurred due to their own willful act or default.

15. DOCUMENTS

All documents, including Powers of Attorney, agreements, cheques, bills of exchange or any other documents required to be signed or executed in relation to any of the affairs of the National Council, shall be signed by such persons as may be appointed and authorised by the National Council.

16. NOTICES

16.1 A notice to be given by the National Council to any individual or Association Member shall be sent to them through the post in a prepaid letter addressed to them at their notified address.

16.2 Notice of every meeting of the National Council shall be given in the manner prescribed in this National Constitution before being advised to every member of the National Council and to each Regional Council. No other persons shall be entitled to receive notices of National Council meetings.

16.3 Any notice shall be deemed to have been served at the time when the letter containing the notice is posted.

16.4 The signature to any notice given by the National Council may be written or printed, or partly written and partly printed.

16.5 When a given number of days notice extending over any other period is required to be given, the day of service shall not be counted in such number of days or period.

17. AMENDMENT OF NATIONAL CONSTITUTION

17.1 The National Constitution may be altered or amended by special resolution passed at an Annual General Meeting or Special Meeting at which not less than one-quarter of the members entitled to vote are present, and a majority of three-quarters of these members vote in favour of the special resolution.

17.2 Notice of any motion to amend or alter the National Constitution may be given by the National Executive Committee either on its own authority or on receipt of a written requisition of members representing at the date of requisition 25% of the total voting rights of all voting members exercisable at meetings of the National Council. Such notice shall be mailed to every member at their address at least thirty (30) days prior to the meeting at which it will be considered.

18. DISSOLUTION OF THE ASSOCIATION

18.1 The Association may be dissolved if at least two-thirds of the Members present and entitled to vote at a Special General Meeting of Members are in favour of dissolution.

18.2 Notice of the Special General Meeting convened to dissolve the Association shall be posted to all Members at their registered address at least thirty (30) days before the date of the meeting.

19. AREA OF OPERATION

The area of operation and fund-raising of the National Council shall be the Republic of South Africa.

The amendments of the Constitution of SA YMCA was approved and accepted at a Special Meeting of the National Council of YMCA's held at Athlone YMCA, Cape Town on Saturday, 27th March 2010

Resolution taken:

'We resolve to change the YMCA from a Section 21 Company to a Non-Government Organisation (NGO) together with all the constitutional changes it might bring.'



**Dr. Bonga Chiliza
National Chairperson
SA YMCA**



**Siphso Sokhela
National General Secretary
SA YMCA**