



Pediatric care Africa  
Constitution & founding documents.  
Version 1  
2018

**Name:**

1.1 The organization hereby constituted will be called **Pediatric care Africa** hereafter referred to as the organization.

1.2 The organization shall:

- Exist in its own right, separately from its members
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

**2 The organization's main objectives are to:**

- To supply commercial baby formula and baby food to malnourished and or deprived babies in poor communities and war torn/disaster areas throughout Africa and to ensure the effective and efficient delivery of baby food to babies in distress. This will be done in conjunction with existing orphanages, NGO's involved in care of orphaned or malnourished children or on an individual basis where no child care facilities exist. Children will be given age appropriate formula and baby foods as per current medical guidelines and cultural limitations.
- To supply health supplements in the form of Folic acid, Iron tablets, Calcium and general prenatal vitamins as indicated by current best medicine practice criteria, to poor or deprived expecting mothers in poor and war torn/disaster areas throughout Africa and to ensure the effective and efficient delivery of supplements to expecting mothers in distress. This will be done primarily via existing prenatal/postnatal clinics, NGO's involved in prenatal care or on an individual basis where no prenatal/postnatal health facilities exist.
- To supply Mosquito nets to unprotected children and expecting mothers in poor communities in high risk malaria areas.
- To provide basic medical equipment needed to establish a functioning and sustainable prenatal and postnatal clinic in war torn/disaster areas or in poor communities in Africa where a government or NGO clinic/building exists but have no appropriate equipment to operate effectively as a pre/postnatal clinic.
- To supply general medicine and disposable items such as Gauze, bandages, examination gloves etc. to existing government or NGO clinics in poor or war



torn/disaster areas that may be in need of medicines to function effectively and supply the surrounding local communities with effective basic medical care.

- To supply International volunteer qualified and registered medical Doctors, nurses, laboratory staff and X ray technician's to Government or NGO hospitals/Clinics in the event of a natural disaster, man-made catastrophe or time of war to assist the Local authorities to cope with the disaster medically.
- To supply International non-medical volunteers to assist with non-medical issues and tasks at Government or NGO Hospitals/Clinics in the event of a Natural disaster, man-made catastrophe or time of war to assist the local authorities to cope with the extra unexpected burden more effectively.
- To identify special needs children in need of highly specialist surgery not available in their community, and to arrange for such children to be seen by an appropriate medical specialist for diagnosis and treatment in their own Country or abroad if required, such as for example a child suffering from congenital heart defects requiring Pediatric heart valve replacement surgery. Our focus is on surgical cases that are expected to prolong the life of a child.

Our main focus is primarily, but not exclusively on Children and Pediatrics from birth to age 18.

### ***3 Income and property:***

- 3.1 The organization will keep a record of everything it owns.
- 3.2 The organizations income will be derived from grants and donations from private individuals, Companies and other organizations, including Governments. The organization will also and is not limited to having fund raising activities, such as fund raising dinners and the selling of for example, pancakes, hot dogs and other edible and non-edible items by volunteers at markets and agricultural shows etc.
- 3.3 The organization may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organization. The payment must be a reasonable amount and market related and can only be done with approval of its board members.
- 3.4 A member of the organization can only get money back from the organization for expenses that she or he has paid for or on behalf of the organization in the cause of his/her duties and while on **Pediatric Care Africa** business. Example: Toll fees paid and claimed back. This claim must be

submitted to and be approved by the treasurer or a person appointed and authorized by the treasurer.

3.4 Members or office bearers of the organization do not have any rights or claims over assets or any goods that belong to the organization.

#### **4. Membership and General Meetings:**

4.1 If a person is desirous to become a board member of the organization, he or she will have to apply in writing and supply a detailed CV to the organization's management committee. The management committee has the right to say no to any application as board member.

#### **4.2 Guidelines for recruiting new Board members:**

- Consider what skills are needed within the Board.
- Keep a list of optional candidates and the skills they can bring to the Board.
- Develop a Board application form to streamline the process.
- Meet the candidates on your list of potential members.
- Provide potential members with an overview of the organization and up to date literature e.g. newsletters.
- Identify potential conflict of interest.
- Invite potential members to Board meetings and AGM's.
- A total of 12 board member positions exist within the organization, consisting of 4 management committee members and up to 8 ordinary board members.

4.3 Members of the organisation must attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the organization.

#### **5. Management**

5.1 A management committee will manage the organization. The management Committee will be made up 4 board members. They are the office bearers of the organization.

5.2 Office bearers will serve for one year, but they can stand for re-election for another term in office after that. Depending on what kind of service they give to the organization, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give

their services.

5.3 If a member of the management committee does not attend three management Committee meetings in a row either physically or via an electronic conferencing facility such as Skype, without having applied for and obtaining leave of absence from the management committee, then the management committee will be obliged to find a new management committee member to take that person's place.

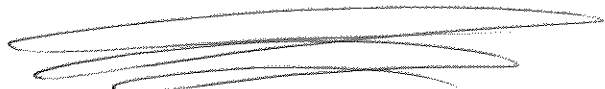
5.4 Board members living abroad or far away may attend board meetings via video conference facilities, such as Skype or other and will be considered present. The Chairman will sign the present list on their behalf and indicate that they are "present" via electronic means.

5.5 Minutes will be taken at every meeting to record the management Committee's decisions. The minutes of each meeting will be given to management committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall thereafter be signed by the chairperson.

5.6 The organization has the right to form sub-committees and may be authorized by the management committee. The decisions that sub-committees take must be conveyed to the management committee in writing or orally during scheduled meetings. The management committee must decide whether to agree to them or not at its next meeting. By agreeing to decisions the management committee ratifies them.

5.7 There must be at least three people on a sub-committee. The sub-committee must report to the management committee on its activities. It should do this regularly and on a time frame agreed to by the Management committee and the sub-committee.

5.8 All members of the organization have to abide to decisions that are taken by the management committee.



## 5.7 Duties of Office Bearers within the Board:

### 5.7.1 Chairman:

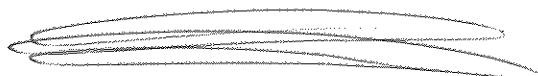
- Provides leadership to the Board.
- Develop an agenda for Board meetings.
- Mediates with Directors or Manager on decisions by the Board in conjunction with the Executive Director.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities.
- Evaluates annually the performance of the organization in achieving its mission.
- Negotiates on behalf of the organization if given a mandate.
- Performs other duties as assigned by the Board such as representing the organization at formal functions etc.
- Develop an agenda for Board meetings.
- Approve and champion urgent and unplanned humanitarian missions and assistance to persons in need as and when it may become necessary and in accordance with Pediatric care Africa objectives outlined in paragraph 2 of our constitution, but must seek and have management committee consensus and approval first. Board members must be informed by e mail of such action taken within 7 days. An urgent unplanned humanitarian mission is for example in the event of a flood, earthquake, terrorist attack, mud slide etc.
- Approve urgent and unplanned movable asset purchases, medicines and or equipment purchases that may be necessary to carry out a humanitarian mission in line with Pediatric Africa objectives outlined in paragraph 2 of our constitution, but must seek and have management committee consensus and approval first. An urgent unplanned humanitarian mission is for example in the event of a flood, earthquake, terrorist attack, mud slide etc.
- Attend meetings with Governments, Statutory bodies and all appropriate organizations to offer the assistance off Pediatric care Africa, wherever such assistance may be required and to promote our mission statement in conjunction with the Executive Director.
- Attend International and National NGO conferences to represent the Organization as may be required.
- The chairman must co approve in conjunction with the board of Directors the appointment of the Executive director.
- The chairman must actively stay in contact and meet with Universities, NGO's, Hospitals and benefactors internationally to request and procure their assistance in performing specialist surgeries on children in need, and to obtain volunteer medical and other staff for field missions as part of his/her ongoing fundraising and skill procurement efforts.
- The chairman may also be employed full time/or as volunteer by the organization in another capacity.
- The position of Chairman of the board is voluntary and non-remunerative.

### 5.7.2 Vice chairman:

- Performs Chair responsibilities in the absence of the Chair.
- Reports to the Chairman.
- Works closely with the Chairman, members and staff.
- Performs other responsibilities as assigned by the Board.
- Plays an active role in fundraising activities.
- Plays a leading role in Public awareness programs and PR issues.
- The Vice chairman may also be employed full time/or as volunteer by the organization in another capacity.
- The position of Vice Chairman of the board is voluntary and non-remunerative.
- The Vice chairman must co approve in conjunction with the board of Directors the appointment of the Executive director.

### 5.7.3 Secretary:

- Maintain records of Board meetings and ensures effective logistics at Board meetings
- Manages and take minutes of all Board meetings.
- Ensures that minutes are distributed shortly after each meeting.
- Must be familiar with legal documents to note applicability during meetings.
- The secretary may also be employed full time/ or as volunteer by the organization in another capacity.
- The secretary must be the driving force behind social media of the organization, such as Facebook and WhatsApp and regularly report on our activities.
- The secretary must regularly ensure that our organization website is up to date and current.
- The secretary must co approve in conjunction with the board of Directors the appointment of the Executive director.



#### 5.7.4 Treasurer:

- Manages the finances of the organization.
- Administrates the fiscal matters of the organization.
- Provides the annual budget to the Board for members' approval.
- Ensures development and review of financial policies and procedures by the board.
- The Treasurer may also be employed full time/or as volunteer by the organization in another capacity.
- The Treasurer must co approve in conjunction with the board of Directors the appointment of the Executive director.
- The treasurer will comply with all good accounting practices and will ensure that the books of the organization is audited by an outside independent accounting firm before every annual meeting which is held near the end of February each year.

#### 5.7.5 Board Members:

- Regularly attend Board meetings and important related meetings.
- Accepts assignments and completes them thoroughly and on time.
- Stays informed on common matters, prepares for meetings, reviews and comments on minutes and reports.
- Builds collegial relationships with other Board members to contribute to consensus.
- Board members must be strongly supportive of the main objectives of the organization.
- Active participation in annual evaluation and planning exercises.
- Participates in fundraising events.
- Board members are voluntary and non-remunerative.
- Board members are expected to champion the organizations cause.
- Board members are responsible to hire and supervise the Executive Director, who will act as the organizations Executive director and be a permanent employee. Board members are also responsible to establish the salary of the Executive Director, and must ensure it is equivalent to International NGO norms and standards.

#### 6. Powers of the organization:

The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the laws and by laws of any Country it operates in.



6.1 The board of Directors has the power and authority to raise funds or to invite and receive contributions internationally on behalf of the Organization and is not restricted to local donors only.

6.2 The management committee does, have the power to purchase, lease or rent any property or fixed asset that it needs to achieve its objectives.

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

6.4 The Organizations management committee will decide on the powers and functions of office bearers.

## **7. Meetings and procedures of the management committee and board of Directors:**

7.1 The management committee must hold at least three (3) ordinary meeting each year and will be attended to by the 4 management committee members only, and at least three (3) board of Director meetings each year. The board of Directors must also hold one (1) annual general meeting, which is held in February each year. The total of minimum meetings per annum therefore totals seven (7). Board of Directors and General meetings will include all management committee and board members.

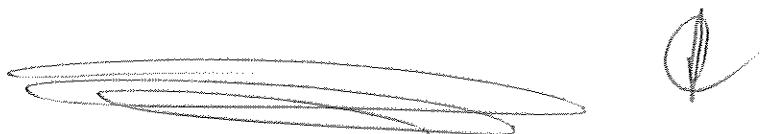
7.2 The chairperson alone, or two members of the management committee, can call a special meeting if they want to, but they must let the other management committee members know the date of the proposed meeting not less than 21 days before it is due to take place. They must also inform the other members of the committee which issues will be discussed at the meeting. If however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days' notice.

7.3 The chairperson shall act as the chairperson of the management committee meetings and general/annual board meetings.

If the chairperson is unable to attend a meeting then the Vice chairman will chair that meeting. If neither the chairman nor vice chairman is able to attend the meeting must be rescheduled to the soonest agreed date afterwards, but no later than 14 days.

7.4 There shall be a quorum (more than 66%) board members present whenever such a meeting is held.

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

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7.6 Minutes of all meeting must be kept safely and always be on hand for board members to consult.

## **8. Annual General Meetings:**

The annual general meeting must be held once every year, in February. The organization should deal with the following at its annual general meeting:

- Agree to the items to be discussed on the agenda.
  - Write down who is physically attending the meeting and who has sent apologies because they cannot attend.
  - Read and confirm the previous General meeting's minutes with matters arising
  - Chairperson's report
  - Treasurer's report
  - Changes to the constitution that members may want to make
  - Elect new office bearers
  - General
- Close the meeting

8.1 Whenever funds are taken out of the bank account, the chairperson and at least one other member of the management committee must sign the withdrawal or cheque. Ideally it must be cosigned by the treasurer, but in his/her absence any one other available member of the management committee must then sign. In the event of an EFT (Electronic fund transfer), the invoice or reason for payment must be filled in on a payment request form and then be signed by both the applicable signatories, and the proof of payment must then be attached to above said invoice or payment request form. Payments can only be done electronically by either the chairman or the treasurer. If and when the organization grows to a size that a permanent accountant is employed then the Chairman of the board and other two members of the management committee excluding the treasurer will concede their signatures to the accountant, for the sake of practicality and good accounting practice.

8.2 The financial year of the organization ends on the 28th February every year.

8.3 The organization's accounting records and reports must be ready and handed to the Director of Non-profit Organizations within three (3) months after the financial year-end and is the responsibility of the Treasurer.

8.4 If the organization has funds that can be invested, the funds may only be

invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the organization can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organization can go to different banks to seek advice on the best way to look after its funds.

8.5 The treasurer's job is to control the day to day finances of the organizations the treasure shall arrange all funds to be put into a bank account in the name of the organization. The treasure must keep proper record of all finances.

### **9. Changes to the Pediatric care Africa Constitution:**

The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution. Two thirds of the members shall be present at a meeting ("the quorum") before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion; if the details of the changes are set out in the notice referred to in 10.3

A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting. No amendments may be made which would have the effect of making the organization cease to exist.

### **10. Dissolution/Winding-up:**

The organization may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such a matter, are in favor of closing down the organization. When the organization closes down it has to pay of all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organization, but to an NPO organization that has similar objectives. The organization's general meeting can decide what organization this should be. The Director of Nonprofit organizations must be informed by the Chairman of a decision to cease operations as a functioning NGO within 14 days after such a decision was taken in writing.

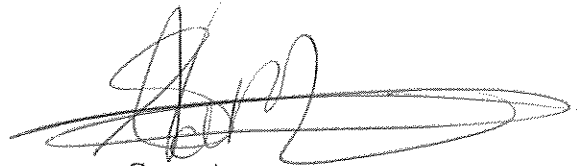
This constitution of Pediatric care Africa was approved and accepted by the founding members of Pediatric care Africa.

At a special general meeting held in White river on this 21 day of July 2018.



Chairperson:

Dr. S. A. Hartmann



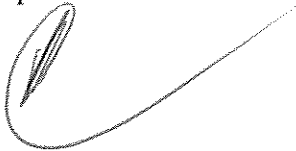
Secretary:

SURIKA VO MERWE

Full Names

Full Names

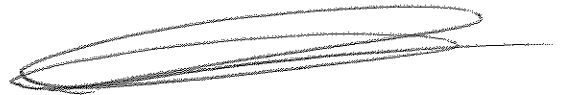
Vice Chairperson:



Full Names

ADRIAAN BENJAMIN VO MERWE

Treasurer:



Full names

Joyce Crompuets

## Addendum – organizational structure

### PEDIATRIC CARE AFRICA organizational structure

