



## JUSTICE 4 JAWS CONSTITUTION

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## 1. NAME

- 1.1. The organisation hereby constituted shall be called **JUSTICE 4 JAWS** (hereinafter referred to as the organisation).
- 1.2. The shortened form of the name of the organisation shall be **J4J**.

## 2. NON-PROFIT ORGANISATION

The organisation shall:

- a) Exist in its own right, separately from its Office-bearers.
- b) Continue to exist even when it's Office-bearers or Directors change..
- c) Be able to own property and other possessions.
- d) Be able to sue and be sued in its own name.

## 3. OBJECTIVES

- 3.1. The organisation's main objectives are to create awareness, educate and inspire the South African youth and environmentally conscious individuals about sharks and rays found in South African waters.
- 3.2. The organisation's secondary objectives will be to work in collaboration with other organisations that mainly deal with ocean conservation outreach.

## 4. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 4.1. The Office Bearers shall:
  - a. oversee the organisation;
  - b. be made up of 10 – 15 members; and
  - c. Perform as the Board of governance of the organisation.

**4.2. Term of office:**

- a. The Chairperson shall serve for a period of one (1) year.
- b. The Vice-Chairperson and Secretary shall serve for a period of one (1) year.
- c. All other Office-bearers shall serve for a period of one (1) year, which has been agreed to at an AGM, and which term shall not exceeding three (3) consecutive years.
- d. Office-bearers may stand for re-election for more than one term, so long as their services are needed and they are ready to give their services.

**4.3. Vacancies:**

The Office-Bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Office-Bearers.

**4.4. Resignation:**

- a. An Office-Bearer who intends to resign from office must do so in writing, to the Chairperson, providing him/her with thirty (30) days' notice of such resignation.
- b. The Chairperson shall upon receipt of any letter of resignation, inform the Board of the same.

**4.5. Disqualification or Removal:**

- a. If an Office-Bearer who fails to attend three consecutive meetings, without having applied for and obtaining leave of absence from the Board, the Board may replace that Office-Bearer with another person.
- b. An Office-Bearer must be issued with three (3) warnings before he/she may be removed from office, at the next scheduled meeting, following the third warning.
- c. The agenda of the next scheduled meeting must reflect the removal of the Officer-Bearer concerned.

**4.6. Chairperson and Vice-Chairperson**

Should the Chairperson be unable or unavailable to perform any of his/her duties as set out within this Constitution, all powers and responsible shall be entrusted to the Vice-Chairperson until such time as the Chairperson is available to resume his/her duties and responsibilities.

## 5. POWERS OF THE ORGANISATION

- 5.1. The Board shall carry out its powers on behalf of the organisation and manage the affairs of the organisation in accordance with the resolutions of the Office-Bearers as shall be taken from time to time at General Meetings of the organisation.
- 5.2. The Board is responsible for making decisions and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organisation as stated in Section 2 of this constitution.
- 5.3. Any decisions taken by the Board and their activities may not be contrary to the resolutions of the Office-Bearers or the laws of the Republic of South Africa.
- 5.4. The Board shall have the general powers and authority to:
  - a. raise funds or to invite and receive contributions and donations;
  - b. buy, hire or exchange for any property that it needs to achieve its objectives;
  - c. make by-laws for proper governance and management of the organisation; and
  - d. Form sub-committees as and when it is necessary for proper functioning of the organisation.
- 5.5. The board may establish one or more sub-committees, for whatever purpose it deems appropriate.
- 5.6. The Board may delegate any of its powers or functions to a sub-committee provided that:
  - a. such delegation and conditions are reflected in the minutes for an official meeting;
  - b. at least one Office-Bearer serves in the sub-committee, together with volunteers from larger groups; and
  - c. The tasked Office-Bearer must regularly report back to the Board on its activities.

- 5.7. The Board must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation.

## **6. MEETINGS**

### **6.1. Annual General Meetings (AGM)**

- a. Office-Bearers of the organisation must attend its annual general meetings.
- b. The purpose of an Annual General Meeting (AGM) is to:
  - (i) Report back to stakeholders from the Office-Bearers on the achievements and work of over the past year;
  - (ii) Make any changes to the Constitution; and
  - (iii) Enable Office-Bearer to decide on the policies of the organisation.
- c. The annual general meeting must be held once every year, towards the end of the organisation's financial year.
- d. The organisation should deal with the following business, amongst others, at its annual general meeting:
  - (i) Agree to the items to be discussed on the agenda;
  - (ii) Record the attendance and apologies of all Office-Bearers;
  - (iii) Read and confirm the previous meeting's minutes with matters arising;
  - (iv) The Chairperson's report;
  - (v) The Treasurer's report;
  - (vi) Any changes to the constitution that members may want to make;
  - (vii) The election of new office bearers;
  - (viii) General items; and
  - (ix) Close the meeting.

### **6.2. Special General Meetings**

- a. The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.
- b. Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.
- c. At least half the Board may call a Special General Meeting of the organisation.

- d. Special meetings may be called when the Board needs a mandate or guidance of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

### 6.3. **Ordinary Meetings**

- a. Ordinary meetings are conducted to complete a standard order of business of the organisation. These are held once a quarter and are attended by the board.
- b. The meetings of the Board will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board.

### 6.4. **Notices of Meetings**

- a. The Chairperson of the Board shall convene meetings. The Secretary must inform all Board members of the date of the proposed meeting not less than seven (7) days before it is due to take place.
- b. When convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.
- c. Notices for all meetings provided for in this Constitution must be given to relevant members in writing via the email address or other similar particulars provided by the members.
- d. The notices for all meetings must be accompanied or followed by an agenda for the meeting.
- e. For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.
- f. All members present in person at any meeting shall be deemed to have received notice of such meeting.

### 6.5. **Quorums**

- a. All meetings of the organisation must reach a quorum before they can start.
- b. Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of office bearers who are expected to attend.
- c. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

- d. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.
- e. To amend this Constitution or dissolve the organisation, two thirds ( $\frac{2}{3}$ ) of the members must be present at the meeting to make a quorum before such decision is taken.

**6.6. Procedures at Meetings**

- a. The Board may regulate its meetings and proceedings as it deems fit, subject to the following:
  - (i) That the Chairperson shall chair all meetings of the organisation, including that of the Board;
  - (ii) That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting; and
  - (iii) In the event both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

**6.7. Making decisions in meetings**

- a. Where possible, the decisions of the organisations shall be taken by consensus, however, in the absence of consensus, the Office-Bearers shall discuss options and thereafter call for a vote on the options discussed.
- b. All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- c. If opposing votes are equal on an issue, then the chairperson in that meeting has either an additional or a deciding vote.
- d. All Office-Bearers must abide by the majority decision.
- e. Decisions concerning changes to this constitution or the dissolution of the organisation, shall only be dealt with in terms of Section 9 and 10 of this constitution.

**6.8. Records of meetings**

- a. Proper minutes and attendance records must be kept for all meetings of the organisation.
- b. The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board and shall thereafter be signed by the chairperson.

- c. Minutes shall thereafter be kept safely and always be on hand for Office-Bearers to consult.

## 7. INCOME AND PROPERTY

- 7.1. The organisation shall keep a record of everything it owns.
- 7.2. The organisation may not give any of its money or property to the Board members, except if is to pay for work that an Office Bearers has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 7.3. The Board of the organisation can only receive money back from the organisation for expenses that he/she has paid for on behalf of the organisation, and for which authorisation has been granted.
- 7.4. The Board of the organisation do not have rights over immovable and/or movable properties that belong to the organisation.

## 8. FINANCES AND REPORTS

- 8.1. **Bank Account:**

The Board must open a bank account in the name of the organisation with a registered Bank.
- 8.2. **Signing:**
  - a. Documents requiring signature on behalf of the organisation shall be signed by the Chairperson and the Treasurer, who are authorised by the Board.
  - b. Whenever funds are taken out of the bank account, the Chairperson and Treasurer of the organisation must authorise the withdrawal.
  - c. Should the Chairperson or Treasurer be unable to perform the duty cited above (*a and b*) the vice-chairperson may fill-in as required.



**8.3. Financial year-end:**

The financial year end of the Organisation shall be the end of August each year.

**8.4. Financial Report:**

The Board must ensure that proper records and books of accounts which reflect the affairs of the organisation are kept, and that within six months of its financial year-end a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation.

8.5. The Treasurer is responsible for ensuring that the money of the organisation is safe and accounted for.

8.6. The Treasurer must make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the organisation.

8.7. If the organisation 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 (Protection of Funds) Act 28 of 2001, or as shall be amended. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation can go to different banks to seek advice on the best way to look after its funds.

## **9. AMENDMENTS TO THE CONSTITUTION**

9.1. The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ( $\frac{2}{3}$ ) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.

9.2. For the purpose of considering changes to this constitution, two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such

a motion, if the details of the changes are set out in the notice referred to in clause Section 6 of this constitution.

- 9.3. As provided for in Section 6, written notices 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.
- 9.4. No amendments may be made which would cause the organisation to be dissolved or stop to function or die away.

## 10. DISSOLUTION OF THE ORGANISATION

- 10.1. The organisation may dissolve or close down if at least two thirds ( $\frac{2}{3}$ ) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of such dissolution.
- 10.2. When the organisation dissolves it has to pay off 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 organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

**This Constitution was approved and accepted by the Office-bearers of JUSTICE 4 JAWS**

At a special (general) meeting held on the 04 day of September 2021.

  
Chairperson

  
Secretary

Text