

CONSTITUTION OF **THE ONE SOUTH AFRICA MOVEMENT**

1. Index

1.1 Index	page 1
1.2 Vision of the South African Movement	page 2
1.3 Definitions	page 3
1.4 Legal Personality and Powers	page 4
1.5 Structure	page 6
1.6 Membership	page 7
1.7 The Pact	page 11
1.8 The National Activist Council	page 11
1.9 Leading Activist Group	page 13
1.10 The Board	page 15
1.11 The Provincial Activist Councils	page 16
1.12 The Regional Activist Councils	page 17
1.13 The Demarcation of Boundaries	page 19
1.14 Vacancies on a Body	page 20
1.15 Amendment to the Constitution	page 21
1.16 Financial Year	page 21
1.17 Employment of Members	page 21
1.18 Dissolution of the Movement	page 21
1.19 General Voting and Meeting Rules	page 22

1.20 Access to Records and Confidentiality	page 23
1.21 Ad Hoc Rules	page 24
1.22 Notices	page 24
1.23 Disputes	page 25
1.24 Interpretation Provisions	page 25

2. VISION OF ONE SOUTH AFRICA MOVEMENT

2.1 Our vision for South Africa is a society in which all men and women regardless of background and race can live together side by side peacefully and be able to prosper together. We envision a South Africa that is:

2.1.1 A crime free society,

2.1.2 A racially cohesive and integrated society,

2.1.3 An educated society with high quality jobs,

2.1.4 An eco-friendly and environmentally sustainable society,

2.1.5 A society with high levels of happiness and contentment,

2.1.6 A society with smart and clean cities,

2.1.7 A society with clear and fair pathways to prosperity,

2.1.8 A society where political leaders are accountable.

2.2 The mission of the Movement will be to:

2.2.1 cause its vision to become a reality in South Africa; and

2.2.2 to build a social movement by bringing together individuals and civil society groups that share our values and who actively work towards establishing the political and socio-economic reform the Movement deems necessary in South Africa.

2.3 In fulfilling its mission the values that the Movement shall aspire to are Justice, Activism, Accountability, Aspiration, Racial Harmony and Peace.

3. DEFINITIONS

3.1 In this Constitution, unless a contrary intention clearly appears, the following terms shall have the meaning assigned to them hereunder, namely:

“Adjudicating Body”	a body of the Movement that oversees a disciplinary procedure in terms of paragraphs 6.6 and 6.7, as set out in paragraph 6.7.3;
“Affiliate Member”	a Member of the Group which is civil society group that shares the values of the Movement and which is a juristic person (which may also include a trust);
“Appeal Body”	a body of the Movement to which an appeal may be made regarding a decision of an Adjudicating Body, as per paragraph 6.7.7;
“Board”	the organ of the movement which oversees financial, tax, legal and accounting functions as per paragraph 10;
“body”	means any of the organs of the Movement, namely, the NAC, the LAG, the Board, PACs, RACs and any other organ that the NAC may subsequently create.
“Constitution”	this Constitution of the Movement, plus any amendment or addendum thereto from time to time;
“Individual Member”	a Member of the Group who is a natural person;
“LAG”	the Leading Activist Group, which is the chief executive body of the Group as per paragraph 9 below;
“Lead Activist”	the executive head and leader of the Movement as per paragraph 9.3.1;
“Member”	a member of the Movement, which will either be an Individual Member or an Affiliate Member;
“Movement”	the Movement for One South Africa established in terms of this Constitution;

“NAC”	the National Activist Council, which is the supreme decision making body of the Movement as per paragraph 8 below.
“PAC”	a Provincial Activist Council, which is a body reporting to the LAG and having oversight over a province as per paragraph 11 below.
“Pact”	means the expression of values and the code of conduct that a Member undertakes to adhere to when becoming a member of the Movement, as per paragraph 7 below;
“RAC”	a Regional Activist Council, which is a body reporting to a PAC and having oversight over a region as per paragraph 12 below.
“Special Majority Vote”	means a vote passed by a two thirds majority.
“Vision and Mission”	means the vision, mission and values of the Movement as per paragraph 2.

4. LEGAL PERSONALITY AND POWERS

- 4.1 The Movement is a body corporate, having perpetual succession and capable of suing and being sued in its own name.
- 4.2 The name of the body corporate is “The One South Africa Movement”.
- 4.3 The Movement is comprised of Members who conduct themselves democratically through the various bodies of the Movement in accordance with this Constitution and in pursuit of the Vision and Mission.
- 4.4 No Member shall have any right to the assets of The Movement.
- 4.5 The Movement shall have the powers to:
 - 4.5.1 Borrow or raise funds;
 - 4.5.2 Invest money and assets;
 - 4.5.3 Open, operate and close bank accounts and to control its finances;

- 4.5.4 Hold, lease and own property of all kinds;;
- 4.5.5 Control funds and property belonging to the Movement and to apply these in such manner as may be necessary to carry out its functions;
- 4.5.6 Sell, exchange, lease or mortgage any or all of its assets;
- 4.5.7 Lend money or assets, which may be on a secured or unsecured basis;
- 4.5.8 Put up its property and assets as security for a debt;
- 4.5.9 Provide suretyships, guarantees and indemnities for its own debts or debts of others;
- 4.5.10 Engage and discharge employees and to set their terms and conditions of employment;
- 4.5.11 Institute and defend legal proceedings by or on behalf of the Movement ;
- 4.5.12 Enter contracts and engage in transactions as may be necessary to achieve the Movement's objectives:
- 4.5.13 Make donations to any person;
- 4.5.14 Hire auditors, lawyers and any other consultants or service providers whatsoever;
- 4.5.15 Appoint agents and provide persons with a power of attorney to act on behalf of the Movement;
- 4.5.16 Engage in any activities of any nature for the purpose of furthering the Vision and Mission;
- 4.5.17 Own shares or any other security or interest in any company or other body corporate or hold a partnership interest, and exercise rights in relation thereto;
- 4.5.18 Exercise any power or legal activity that is normally associated with a body corporate;
- 4.5.19 To make decisions regarding its policy on National, Provincial and Local elections in line with the decision of the Constitutional Court on the Electoral Act of 1998 regarding the right of independent candidates to stand for election;

4.6 The powers in paragraphs 4.5.1 to 4.5.18 may only be exercised with the approval of a resolution of the NAC and/or the LAG and/or the Board. Any of these bodies may however resolve to provide authority, or delegate authority, to any other body of the Movement or any Member, official, agent or employee of the Group or any other person, to exercise such powers on behalf of the Movement, except that the authorisation or delegation must be targeted to a specific instance or specific type of instance in general.

5. STRUCTURE

5.1 The Movement structure shall include the following bodies: the NAC, the LAG, the Board, the PACs and the RACs.

5.2 The purpose and function of the bodies of the Movement are the following:

5.2.1 The NAC is the supreme decision making body of the Movement, as more fully set out in paragraph 8;

5.2.2 The LAG is the executive branch of the Movement to which all other bodies of the Movement are subject, other than the NAC, as more fully set out in paragraph 9;

5.2.3 The Board is responsible for the financial, tax, legal and accounting affairs of the Movement and is subject to the NAC and the LAG, as more fully set out in paragraph 10;

5.2.4 A PAC manages the day to day affairs of the Group within a province of the Republic of South Africa, it is subject to the NAC, LAG and the Board and executes functions on their instruction or subject to their oversight, as more fully set out in paragraph 11;

5.2.5 A RAC manages the day to day affairs of the Group within a region of a province of the Republic of South Africa, it is subject to the PAC of the Province in which it is situated, as well as to the NAC, LAG and the Board, as more fully set out in paragraph 12;

- 5.3 Only Individual Members may sit on any of the aforesaid bodies of the Movement.
- 5.4 The NAC has the authority to amend the said structure of the Movement by Special Majority Vote. Such an amendment must be done by way of amendment to this Constitution.

6. MEMBERSHIP

- 6.1 There shall be two forms of Membership, namely Individual Members and Affiliate Members.

- 6.2 The Criteria for admission of Individual Members shall be the following:

- 6.2.1 They must be South African citizens of 16 years of age or older;

- 6.2.2 They must subscribe for membership either electronically or manually using forms and procedure determined by the LAG.

- 6.2.3 They must agree to abide by and sign the Pact.

- 6.2.4 Each Affiliate Member must adhere to (and if requested by the Movement, sign) the media policy of the Movement regarding all public statements and social media (which policy the Movement may amend from time to time in its discretion);

- 6.2.5 Admission of Individual Members shall be subject to the decision of a RAC and/or a PAC and/or the LAG in their sole discretion. The NAC shall be entitled to override any decision made by the LAG, a PAC or RAC in this respect. The LAG may override any decision by a PAC or RAC in this respect. A PAC may override a decision of one of its RACs. Any expulsion or suspension of an Individual Member must also comply with paragraph 6.6 and 6.7.

- 6.3 The Criteria for admission of Affiliate Members shall be the following:

- 6.3.1 All civil society organisation and/or groups who share the Movement's values and who actively work towards establishing the political and socio-economic reforms the Movement deems necessary in the country may apply for Affiliate Membership provided that:

- 6.3.1.1 A prospective affiliate must operate and have supporters/members of its own in the geographic area of the RAC and/or PAC it applies for membership from.

- 6.3.2 They must subscribe for membership either electronically or manually using forms and procedure determined by the LAG.
 - 6.3.3 Affiliate Members must agree to abide by and sign the Pact.
 - 6.3.4 Each Affiliate Member must advance the Vision and Mission.
 - 6.3.5 Each Affiliate Member must adhere to (and if requested by the Movement, sign) the media policy of the Movement regarding all public statements and social media (which policy the Movement may amend from time to time in its discretion);
 - 6.3.6 Admission of Affiliate Members shall be subject to the decision of a RAC and/or a PAC and/or the LAG in their sole discretion. The NAC shall be entitled to override any decision made by the LAG or a PAC or a RAC in this respect. The LAG may override any decision by a PAC or RAC in this respect. A PAC may override a decision of one of its RACs. Any expulsion or suspension of an Affiliate Member must also comply with paragraph 6.6 and 6.7.
 - 6.3.7 The LAG will establish a forum for Affiliates. The purpose of this forum will be to discuss the activities of the Movement with Affiliate Members and also resolve areas of conflict between Affiliate Members and/or the Movement. The structure, terms of reference, governing body and oversight officials of the Affiliate Forum shall be determined by the LAG in its sole discretion from time to time.
- 6.4 Members must operate within the organisational structures of the Movement. Members that are not officials of the Movement must ideally interact with the Movement via their local RAC at which they are registered. Members who are officials of the Movement must ideally interact via the body/ies which they are an official of.
- 6.5 Members will be liable to pay subscription fees to the Movement as determined by the LAG or the Board from time to time.
- 6.6 Members (whether Individual Members or Affiliate Members) may only be expelled or suspended from their membership within the Movement in the following circumstances:
- 6.6.1 The Member has violated any of the values of the Movement as per paragraph 2.3; and/or

- 6.6.2 The Member has acted in a manner which has harmed the reputation of the Movement; and/or
 - 6.6.3 The Member has breached any of the terms contained in the Pact; and/or
 - 6.6.4 The Member has failed to pay subscription fees; and/or
 - 6.6.5 The Member has committed a serious criminal offence; and/or
 - 6.6.6 The Member has either wilfully or with gross negligence failed to fulfil any duties that the Member owed the Movement (whether in the capacity as an employee, officer, agent or Member or otherwise); and/or
 - 6.6.7 The Member has made statements in a public forum (whether in the media, social media or in a public meeting) in clear opposition to the Movement or the Vision and Mission or any publicly stated material policy of the Movement; and/or
 - 6.6.8 The Member has acted in breach of the Movement's media policy (as per paragraph 6.2.4 or 6.3.5 above); and/or
 - 6.6.9 The Member has wilfully or with gross negligence acted in such a manner that has damaged the Movement or its Members.
- 6.7 The following procedure must be followed in relation to the expulsion or suspension of a Member from the Movement, or in relation to the expulsion of a Member from holding an office on the LAG or the Board:
- 6.7.1 If a Member appears to be, or is alleged to be, guilty of behaviour that falls under paragraph 6.6 then the Adjudicating Body may deliver a written warning to the Member concerned calling on the Member to cease such behaviour.
 - 6.7.2 If the Member ignores the notice under paragraph 6.7.1, or if the matter is incapable of remedy (and thus a written warning is superfluous) or if the matter in question is very serious such that a prior written warning is inappropriate in the opinion of the Adjudicating Body, then the Adjudicating Body may send a notice to the Member calling on the Member to attend a disciplinary hearing. The notice to the Member must detail the reasons for the hearing.
 - 6.7.3 The Adjudicating Body for the hearing must be:

- 6.7.3.1 If the Member is an official of a body within the Movement, then it must be the body he/she is an official of;
- 6.7.3.2 If the Member is an Individual Member who is not an official of a body of the Movement then it must be that Member's RAC or the LAG;
- 6.7.3.3 If the Member is an Affiliate Member then it must be a PAC or the LAG.
- 6.7.4 The Member must be afforded the opportunity to respond in writing to the said notice. The Member must be given a deadline to respond which must be no less than 7 calendar days after the delivery of the notice. The response must be delivered to the Adjudicating Body and must be signed by the Member concerned.
- 6.7.5 After delivery of the said notice and the expiry of the time period for the Member's response, the Member and his/her representatives (should he/she wish them to be in attendance) shall be required to attend an informal hearing before the Adjudicating Body at a time, place and venue determined by Adjudicating Body in its sole discretion. The Adjudicating Body shall give the Member no less than 10 calendar days' notice of the time, place and venue of the hearing. The Adjudicating Body shall determine the format of the hearing in its sole discretion which must include the Member and his/her representatives being given the opportunity to speak. The Member may be cross examined should the Adjudicating Body elect to do so. After the hearing the Adjudicating Body shall make its decision in writing and deliver it to the Member in question.
- 6.7.6 The decision by the Adjudicating Body may be:
- 6.7.6.1 an expulsion (from Membership or from holding an office), and/or
- 6.7.6.2 a temporary suspension for a period of time (from Membership or holding an office or both), and/or
- 6.7.6.3 a requirement to perform community service, and/or
- 6.7.6.4 a fine in an amount determined by the Adjudicating Body, and/or
- 6.7.6.5 an admonition.
- 6.7.7 The Member may appeal the decision by written notice to the body of the Movement which is next in line from the Adjudicating Body ("**Appeal Body**"). The appeal must be made in writing, supported by reasons, and delivered to the

original Adjudicating Body within 14 calendar days after being notified of the decision of the Adjudicating Body.

6.7.8 The Appeal Body shall determine the procedure to be followed on appeal and shall notify the member thereof in writing. The Appeal Body shall give the Member no less than 10 calendar days' notice of the time, place and venue of the appeal hearing. The Appeal Body's decision shall be final and binding.

6.7.9 The Adjudicating Body and/or Appeal Body is entitled to delegate the function of running a hearing to one or more persons. There need not be a quorum of that Adjudicating Body and/or Appeal Body in attendance at the hearing though the person/s conducting the hearing must report back to the Adjudicating Body and/or Appeal Body on the proceedings. Any decision to expel a Member by an Adjudicating Body and/or Appeal Body must be made by Special Majority Vote of the Adjudicating Body and/or Appeal Body. The decision is final and binding.

6.7.10 The Lead Activist may only be suspended or expelled as a Member and/or suspended or removed from his/her office by Special Majority Vote of the NAC.

6.8 Members shall automatically cease to be Members on death or if they resign through the delivery of a notice of resignation to a body of the Movement or if they make a public declaration that they are resigning.

7. THE PACT

7.1 Each Member must agree to the Pact.

7.2 The wording of the Pact is attached as Schedule 1 to this Constitution.

7.3 The wording of the Pact may be amended by Special Majority Vote of the LAG from time to time.

8. THE NATIONAL ACTIVIST COUNCIL

8.1 The NAC is the supreme decision making body of the Movement and has the power to make any decision for and on behalf of the Movement. The LAG, the Board, the PACs, the RACs and any other body of the Movement, as well as all officials, agents and employees of the Movement, must comply with any resolution passed by the NAC.

- 8.2 The NAC shall make its decisions by majority vote, except where this Constitution requires it to make such decisions by Special Majority Vote. The votes shall be cast in a meeting of the NAC.
- 8.3 The NAC shall be required to meet at least twice per calendar year. The date, time and venue of the meetings shall be determined by the LAG.
- 8.4 The agenda to be placed before the NAC shall be determined by the LAG. Members may by written submission to the NAC promote the inclusion of agenda items and proposed resolutions to be discussed and voted upon at the NAC. The LAG may include such agenda items in its sole discretion. If included the promoters of the agenda items may be recorded.
- 8.5 If a majority of the PACs and a Majority of the Affiliate Members together:
 - 8.5.1 in writing demand the convening of a meeting of the NAC then the LAG must convene the meeting as soon as possible; and/or
 - 8.5.2 In writing demand the inclusion of agenda items for discussion or resolutions to be proposed at a meeting of the NAC then such items must be included in the agenda, so long as written notice is provided to the LAG of such items no later than 45 calendar days prior to the date of the meeting.
- 8.6 Notice of the meeting of the NAC shall be given in writing to the PACs and the Affiliate Members by the LAG at least two (2) months prior to the date of the meeting.
- 8.7 The agenda and venue of the meeting shall be notified to the PACs and the Affiliate members in writing by the LAG at least 30 calendar days prior to the date of the meeting.
- 8.8 The meeting of the NAC shall be presided over by the chairperson of the NAC. The chairperson of the NAC shall be determined by the LAG on an ad hoc basis.
- 8.9 The LAG shall decide in what manner the proceedings of the NAC shall be conducted. These powers may be delegated to the chairperson of the NAC.
- 8.10 The delegates who are entitled to attend and vote at a meeting of the NAC are the following:
 - 8.10.1 Each member of the LAG and the Board shall be entitled to attend as a delegate;
 - 8.10.2 Each Affiliate Member shall be entitled to send two delegates;

8.10.3 Each RAC shall be entitled to send one delegate per 50 registered Individual Members within its region.

8.11 Each delegate who attends a meeting of the NAC shall have one vote on any resolution placed before a meeting of the NAC.

8.12 A quorum of a meeting of the NAC shall require at least one delegate from 75% of the RACs to be in attendance. If a quorum is not present then the chairperson shall adjourn the meeting and reconvene the meeting to another date, place and time no sooner than three weeks and not later than two months after the adjourned meeting. No less than two weeks' notice of the adjourned meeting must be given to the PACs and Affiliate Members. At the newly convened meeting the delegates then in attendance shall constitute a quorum.

8.13 The chairperson must produce a minute of each NAC meeting which must be approved by the LAG.

8.14 The LAG shall be entitled to invite persons to attend the meeting of the NAC as guests.

9. THE LEADING ACTIVIST GROUP

9.1 The LAG is the day-to-day decision making body of the Movement and has the authority to make any decision and perform any act for and on behalf of the Movement, except to the extent that this Constitution specifically states otherwise.

9.2 The Board, the PACs, the RACs and any other body of the Movement, as well as all officials, agents and employees of the Movement, must comply with any lawful instruction issued by the LAG. The LAG is however subject to the authority of the NAC.

9.3 The LAG shall comprise the following officials:

9.3.1 Lead Activist – who is the executive head, leader and spokesperson of the Movement and who has authority over all other officials of the LAG and to whom all such officials must report;

9.3.2 One South Africa Movement Spokesperson – who is a designated spokesperson on behalf of the Movement in addition to the Lead Activist;

9.3.3 Head of Operations – who manages all operations of the Movement;

- 9.3.4 Communications and Marketing – who manages all communications and marketing activities of the Movement;
 - 9.3.5 Stakeholder Management and Ethics – who manages relationships with Affiliate Members and other stakeholders of the Movement and who also oversees compliance with the ethical standards of the Movement and its Vision and Mission and the Pact;
 - 9.3.6 Strategy – who manages the implementation of the Movement’s strategy;
 - 9.3.7 Finance – who oversees the financial, tax, legal and accounting affairs of the Movement;
 - 9.3.8 Policy Co-ordinator – who oversees the co-ordination of the Movement’s policies;
 - 9.3.9 Such other officials as determined by the LAG or the NAC.
- 9.4 The officials of the LAG shall be appointed by NAC. If a vacancy occurs in any of the posts then the LAG shall be entitled to fill the vacancy on a temporary basis until the next meeting of the NAC. The NAC shall determine the time period of office of each member of the NAC. In the absence of such a determination the period in office shall be indeterminate.
- 9.5 The decisions of the LAG shall be made by majority vote (except where this Constitution requires a Special Majority Vote).
- 9.6 The Lead Activist shall chair the meetings of the LAG. In his absence the LAG shall appoint an ad hoc chairperson from among their number. Any member of the LAG shall be entitled to convene a meeting of the LAG for a legitimate purpose at any time on no less than two weeks’ notice to the other LAG Members. A quorum for a meeting of the LAG shall be one third of the members of the LAG. If a quorum is not present then the meeting shall be adjourned and reconvened to a date no less than one month and no later than two months after the meeting in question. All LAG members must be notified of the date place and time of the new meeting by no later than two weeks prior thereto. At the adjourned meeting whatever Members are present shall constitute a quorum.
- 9.7 The LAG has the authority to delegate any task, duty or portfolio to any person or body of the Movement, and on such terms, as it elects in its discretion.

- 9.8 Officials of the LAG and the Board may be remunerated for their services on such terms as determined by the LAG and the Board.
- 9.9 Officials of the LAG shall only be entitled to act on behalf of the Movement in accordance with the provisions of this Constitution, resolutions passed by the LAG or resolutions passed by the NAC.

10. THE BOARD

- 10.1 The Board shall oversee the following functions of the Movement in consultation with the LAG:
- 10.1.1 The preparation and presentation of a budget to the LAG for the LAG's approval by no later than 30 days prior to the commencement of each financial year;
 - 10.1.2 within four months after the financial year end of the Movement, the Board must both prepare and sign the annual financial statements of the Movement, save that they may only be signed after presentation to the LAG and approval from the LAG;
 - 10.1.3 open and operate the bank accounts of the Movement;
 - 10.1.4 manage all tax registrations, tax filings and communications with SARS;
 - 10.1.5 keep and maintain the financial and accounting records of the Movement;
 - 10.1.6 hire audit firms and other consultants or service providers necessary to assist in the Board's functions;
 - 10.1.7 manage investments;
 - 10.1.8 manage the legal compliance of the Movement, save that legal disputes and legal proceedings shall be managed by the LAG (other than routine or minor debt collections, which shall be managed by the Board);
 - 10.1.9 promptly notify the LAG of any Member who is acting in contravention of the Vision and Mission, or the Pact, in relation to any financial, legal or tax affairs of the Movement;
 - 10.1.10 report to the LAG on any action or policy within the Movement that is not in line with the Vision and Mission;

- 10.1.11 report to the LAG as and when requested and in such format as requested;
 - 10.1.12 close any bank account or other financial account that was opened in the name of the Movement without the Movement's consent;
 - 10.1.13 make recommendations to the NAC for dealing with or managing any improper financial behaviour;
 - 10.1.14 delegate the above functions to one or more persons, though without absolving itself from its overriding responsibility in relation thereto.
- 10.2 The Board shall make its decisions by majority vote (except where this constitution requires Special Majority Vote).
- 10.3 The LAG shall determine the membership of the Board and shall be entitled to appoint Members to the Board in their sole discretion. Appointments to the Board will require the consent of the appointee.
- 10.4 The holder of the Finance portfolio on the LAG shall always be a member of the Board. In this respect he/she shall lead and chair the Board. Such person may not be removed from this position on the Board without being simultaneously removed from the Finance portfolio on the LAG.
- 10.5 A quorum for a meeting of the Board shall be one third of its members. The Board shall meet as and when requested by any member of the Board on no less than two weeks' notice. The person calling the meeting must set the agenda. Other members of the board may add to the agenda, though items may not be added to the agenda less than 5 days prior to the meeting. If a quorum is not present then the meeting shall be adjourned and reconvened to a date no less than one month and no later than two months after the meeting in question. All Board Members must be notified of the date place and time of the new meeting by no later than two weeks prior thereto. At the adjourned meeting whatever Members are present shall constitute a quorum.

11. THE PROVINCIAL ACTIVIST COUNCILS

11.1 The PACs shall oversee the following functions of the Movement:

- 11.1.1 The implementation of the decisions and policy of the NAC, the LAG and the Board within the province of the PAC and compliance with any instructions issued to them by any of the aforesaid bodies;

- 11.1.2 Such activities as reserved to the PAC in terms of this Constitution;
- 11.1.3 Managing the RACs within its province and acting as a go between in relation to the RACs and the LAG;
- 11.2 The PACs shall make their decisions by majority vote (except where this Constitution requires Special Majority Vote).
- 11.3 The quorum for a meeting of the PACs shall be one third of the PAC members. If a quorum is not present then the meeting shall be adjourned and reconvened to a date no less than one month and no later than two months after the meeting in question. All PAC members must be notified of the date place and time of the new meeting by no later than two weeks prior thereto. At the adjourned meeting whatever Members are present shall constitute a quorum.
- 11.4 The chairperson shall minute the outcome of each meeting.
- 11.5 The LAG shall determine the membership of each PAC and shall be entitled to appoint and remove Members from the PACs in their sole discretion from time to time on notice to the person concerned. The LAG's decision is final and binding and there is no right to appeal. Appointments to a PAC will require the consent of the appointee.
- 11.6 The chairperson of each PAC shall be appointed by the PAC from among their members (other than the first chairperson who will be appointed by the LAG).
- 11.7 The PACs may delegate to one or more persons the right to perform functions on behalf of the PAC, without detracting from the PAC's overall responsibility with respect to those functions.
- 11.8 Each PAC must meet at least once annually at a time, place and date determined by the PAC or as directed by the LAG. Notice of the PAC meeting must be given by to members of the PAC no less than one month prior to the date of the meeting. The chairperson shall prepare and circulate the agenda and notice of the meeting. Other members of the PAC may request in writing the inclusion of agenda items on notice to the chairperson of the PAC no less than 10 calendar days before the date of the meeting.

12. THE REGIONAL ACTIVIST COUNCILS

- 12.1 The RACs shall oversee the following functions of the Movement:

- 12.1.1 Each RAC shall report to and act directly under the instruction of the PAC which oversees the province in which the RAC's region is situated;
 - 12.1.2 The RAC Management Team shall implement the decisions and policy of the NAC, the LAG, the Board, their PAC and their RAC within the region allotted to them;
 - 12.1.3 The RAC and the RAC Management Team shall perform such activities as are allocated to the RACs in terms of this Constitution;
 - 12.1.4 The RAC and the RAC Management Team shall manage the Members within its region and acting as a go between in relation to the Members and their PAC;
- 12.2 Each PAC shall form RACs within its province as and when they deem appropriate or when they are instructed by the LAG.
- 12.3 Each RAC shall be made up of one delegate for every fifty Individual Members and two delegates from each Affiliate Member from within the RAC's region ("**RAC delegates**"). The initial RAC delegates shall be determined by their PAC. Thereafter the admission of further RAC delegates shall be made by the RAC itself. However the LAG and the PAC may in their sole discretion remove and replace RAC delegates on written notice to a RAC delegate. The decision of the LAG or PAC is final and binding in this respect and there is no right to appeal.
- 12.4 Each RAC shall have a RAC Management Team who shall act on behalf of the RAC and implement all of its decisions and fulfil its obligations. The RAC Management Team shall comprise the following individuals:
- 12.4.1 Regional Chief Activist; and
 - 12.4.2 Three further Members.
- 12.5 The initial RAC Management Team shall be determined by their PAC. Thereafter further changes to the RAC Management Team shall be made by the RAC itself. However the LAG and the PAC may in their sole discretion remove and replace RAC Management Team members on written notice to the RAC Management Team member. The decision of the LAG or PAC is final and binding in this respect and there is no right to appeal.
- 12.6 The RACs shall make their decisions by majority vote (except where this Constitution requires Special Majority Vote).

- 12.7 The RAC Management Team are an executive team and shall act to implement decisions made by the RAC and other bodies within the Movement.
- 12.8 Each RAC must meet at least once annually at a time, place and date determined by its RAC Management Team. Notice of the RAC meeting must be given by the RAC Management Team to the RAC delegates no less than one month prior to the date of the meeting. The RAC Management Team shall appoint a chairperson of the meeting and shall determine the agenda and procedure to be followed in the meeting. Minutes shall be kept by the chairperson and after approval by the RAC Management team they shall be circulated to the RAC delegates.
- 12.9 Any RAC delegate may apply to their PAC for permission to hold a special meeting of the RAC. The PAC must grant this request if it is reasonable. If the request is granted the RAC Management Team shall call the meeting promptly.
- 12.10 The quorum for a RAC meeting shall be one third of the RAC delegates. If a quorum is not present then the meeting shall be adjourned and reconvened to a date no less than one month and no later than two months after the meeting in question. All RAC delegates must be notified of the date place and time of the new meeting by no later than two weeks prior thereto. At the adjourned meeting whatever Members are present shall constitute a quorum.
- 12.11 Each RAC must consult with its Individual Members and Affiliate Members to determine their programme of action. They must also consult with their PAC about this and the budget required. They must prepare a quarterly activity plan for presentation to their PAC.
- 12.12 Each RAC shall be responsible for the administration of Membership within their region. This will include but not be limited to the appointment of new Members and direct communications with Members.
- 12.13 Each RAC must adhere to strict operating procedures when money is held, managed or transacted with.

13. THE DEMARCATION OF BOUNDARIES

- 13.1 The boundaries between each RAC's region and each PAC's province shall be determined in accordance with the decisions of the municipal demarcations board (or its successor in title) from time to time.

14. VACANCIES ON A BODY

14.1 A vacancy shall occur in the membership of the LAG, Board, a PAC and a RAC in the following instances:

14.1.1 Death;

14.1.2 Physical disability to the point where, in the opinion of the LAG, the Individual Member cannot function in his/her office for a foreseeable period of time;

14.1.3 Cessation of Membership;

14.1.4 Expulsion from holding an office on the LAG or the Board in the manner contemplated in paragraph 6.6 and 6.7 above;

14.1.5 Expulsion from holding office on a PAC in terms of paragraph 11.5;

14.1.6 Expulsion from holding office on a RAC in terms of paragraph 12.3;

14.1.7 Resignation;

14.1.8 A Member has publicly declared an unwillingness to serve any longer on the Body in question and the body elects to accept the Member's position;

14.1.9 A Member has become inactive in his/her participation with the body in which he/she is a member to the extent that, in the opinion of the LAG, he/she no longer intends to execute his/her functions competently.

14.2 Where a vacancy has occurred in any body in the Movement the vacancy must be filled within two months of the vacancy occurring. The vacancy shall be filled by the appointment of a replacement member in the manner contemplated elsewhere in this Constitution.

14.3 If a Member resigns from a body, the Member must do so in writing addressed to the body concerned. The Member must give at least one month's notice of resignation and must take steps to ensure handover of current activities the Member is engaged in.

14.4 Any body may by resolution temporarily suspend a Member who acts on that body from attending or considering meetings, deliberations or resolutions of the body pending the outcome of a disciplinary procedure in terms of paragraph 6.7 or if there is any other good reason to do so in the opinion of the body (including but not limited to the existence of a

conflict of interest or discussions regarding any matter that may be negatively affected by the presence of the individual concerned).

15. AMENDMENT TO THE CONSTITUTION

15.1 This Constitution constitutes the whole agreement and terms of association among the Members relating to the subject matter hereof and supersedes any other discussions, agreements and/or understandings regarding the subject matter hereof.

15.2 The Constitution may be amended by a Special Majority Vote of the NAC.

16. FINANCIAL YEAR

16.1 The financial year of the Movement shall end at the end of February each year.

17. EMPLOYMENT OF MEMBERS

17.1 A Member who holds an office on a body within the Movement is not an employee of the Movement unless the Movement has specifically agreed to a separate written contract of employment with the Member concerned.

17.2 Should the Member become an employee of the Movement then it will not in any way affect the terms of this Constitution as they apply to that Member's role as a Member.

18. DISSOLUTION OF THE MOVEMENT

18.1 The Movement shall be dissolved in the following circumstances:

18.1.1 If for any reason the Movement is unable to function and there are no reasonable prospects of it being able to do so in the near future, or

18.1.2 if the NAC and LAG both resolve to dissolve the Movement by Special Majority Vote.

18.2 If the Movement is to be dissolved then it shall be done as follows:

18.2.1 The LAC shall appoint a liquidator to wind up the affairs of the Movement.

18.2.2 The liquidator shall have all the powers necessary for the discharge of his/her duties and may make any decision in this respect on behalf of the Movement including but not limited to the sale of assets, investment of proceeds, hiring of

attorneys and other service providers, compromise and settlement with creditors, payment and receipt of monies, taking delivery of, and delivering or transferring, property or assets and the like.

18.2.3 After dissolving the Movement the liquidator shall distribute any remaining proceeds (if any) to one or more Public Benefit Organisations (as such term is understood in accordance with the Income Tax Act of 1962) as have objects which are similar to one or more of the objects of the Movement. The LAC shall provide an instruction to the liquidator to whom these payment/s must be made. In the absence of such an instruction the liquidator shall determine which Public Benefit Organisation/s to make payment to in his/her sole discretion and his/her decision shall be final and binding.

19. GENERAL VOTING AND MEETING RULES

19.1 All voting in a meeting shall be by show of hands, unless the chairperson or 10% of the voting Members in attendance request a secret ballot.

19.2 Notwithstanding any other provisions of this Constitution, any resolution that may be passed in a meeting of a body of the Movement (excluding the NAC) may also be passed by written round robin resolution. The proposed written round robin resolution must be circulated for signature to all Members who sit on the body in question, either via email or by hand. Any Member of a body of the Movement may circulate a proposed written round robin resolution to the Members of that body for their consideration.

19.3 When a vote of a body of the Movement is made in a meeting the requirement for a majority or votes or a Special Majority of Votes is measured with reference to votes in attendance at the meeting itself (subject to the requirement of a quorum being present). However where any resolution is passed by round robin, then the said majorities must be obtained with reference to all possible votes that may be cast by all potential voting Members at that time on that particular body.

19.4 Meetings of bodies (excluding the NAC) may be held remotely via conference call or video conference or other similar means, though notice, quorum and other requirements for such meetings shall remain unchanged.

19.5 Members of any body (excluding the NAC) may waive or reduce notice periods for meetings, or notice periods for presenting agenda items at a meeting (also including

proposed resolutions), if approved by Special Majority Vote passed via a written round robin resolution.

19.6 Unless stated to the contrary in this Constitution, all actions by any body, or the forming of an opinion or the taking of any step by a body, must be made via a vote of that body, or must be made by a person who is acting under authority given or delegated to them in terms of a vote by that body.

19.7 Any decision that is required to be voted on by any body of the Movement may be ratified and confirmed by resolution by that body at any time in the future after the fact.

20. ACCESS TO RECORDS AND CONFIDENTIALITY

20.1 Members of the LAG and the Board shall have the right to have access to all of the records, documents and information of the Movement.

20.2 Members of bodies other than the LAG or the Board shall only have rights off access to records, documents and information that pertain to the affairs that have been conducted by their particular body or the resolutions or minutes of meetings of their body, or instructions provided to their body. Access to any other records, documents and information of the Movement is not available unless provided at the sole discretion of the LAG or the Board.

20.3 Members are obliged to keep all records, documents or information of the Movement that come into their possession, for whatever reason, confidential and may not disclose them to any person or make use of them for any reason except where required:

20.3.1 To perform their duties in relation to the Movement; or

20.3.2 Where required by law; or

20.3.3 Where records, documents or information are in the public domain or accessible to the general public through publicly accessible sources.

20.4 This paragraph 20 shall continue to apply to a Members for three years after his/her membership ceases.

21. AD HOC RULES

- 21.1 Any body of the Movement is entitled to promulgate rules, or any form of constitution or guidance note, which governs the activities of that body, save that such document may not contravene or overrule any of the provisions of this Constitution.
- 21.2 Bodies may form sub committees if necessary.

22. NOTICES

- 22.1 Notwithstanding any provision to the contrary in this Constitution, if the Movement opens a website, then notices published on its website from any body of the Movement shall be deemed to have been given to all of the applicable Members, on the date of publication, for all purposes under this Constitution and there shall be no need to send emailed or other written notifications to any Members in addition thereto.
- 22.2 When a Member subscribes for membership it shall be a requirement to provide an email address and physical address for that Member. Any notice that is delivered to such email address or physical address shall be deemed to be delivered, in the case of email, on the date of dispatch and in the case of the physical address, on the date of delivery by hand. Notices sent by registered post to a physical or postal address shall be deemed to be received on the 7th calendar day after posting. Members may amend their email and/or physical address on written notice to their RAC, save that they must at all times retain an email address and physical address in South Africa and changes which would cause this not to be the case will be void.
- 22.3 A notice which is actually received by a Member, even though it is not delivered in the manner contemplated in this paragraph 21, will be deemed to have been received.
- 22.4 Each body of the Movement may notify the Members who are required to report into or otherwise communicate with it (as per the applicable provisions of this Constitution) what email address and physical address that they must use to communicate with that body are. Notices delivered to that address may not be delivered by post. Emails and hand delivery shall be deemed to be delivered, in the case of email, on the date of dispatch and in the case of the physical address, on the date of delivery by hand. The body in question may amend these details from time to time in relation to a Member on notice to that Member.

22.5 The addresses in paragraphs 22.2 shall be the *domicilium citandi et executandi* for Members for all purposes under this Constitution or any legal proceedings in relation thereto.

23. DISPUTES

23.1 No settlement of any legal disputes arising in relation to this Constitution, and no extension of time, waiver or relaxation or suspension of or agreement not to enforce or to suspend or postpone the enforcement of any of the provisions or terms of this Constitution, shall be binding unless recorded in a written document and approved by Special Majority of the LAG. Any such extension, waiver or relaxation or suspension which is so given or made shall be strictly construed as relating strictly to the matter in respect whereof it was made or given only. This paragraph is subject to paragraph 19.5.

23.2 No extension of time or waiver or relaxation of any of the provisions or terms of this Constitution shall operate as an estoppel against the Movement in respect of its rights under this Constitution, nor shall it operate so as to preclude the Movement thereafter from exercising its rights strictly in accordance with this Constitution.

24. INTERPRETATION PROVISIONS

24.1 Any provision in this Constitution which is or may become illegal, invalid or unenforceable in any jurisdiction affected by this Constitution shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability and shall be treated pro non scripto and severed from the balance of this Constitution, without invalidating the remaining provisions of this Constitution or affecting the validity or enforceability of such provision in any other jurisdiction.

24.2 The paragraph headings in this Constitution have been inserted for convenience only and will not be taken into consideration in its interpretation.

24.3 In this Constitution, unless a contrary intention clearly appears:

24.3.1 words importing any one gender include the other two genders;

24.3.2 words importing the singular include the plural and vice versa; and

24.3.3 reference to natural persons include juristic persons (which includes trusts) and vice versa (unless expressly stated to the contrary);

- 24.4 If any provision in this paragraph 24 a substantive provision conferring rights or imposing obligations on any person, then notwithstanding that such provision is contained in this paragraph 24, effect shall be given thereto as if such provision were a substantive provision in the body of this Constitution.
- 24.5 When any number of days is prescribed in this Constitution, same shall be reckoned exclusively of the first and inclusively of the last day.
- 24.6 Where figures are referred to in numerals and in words, and there is any conflict between the two, the words shall prevail, unless the context indicates a contrary intention.

SCHEDULE 1

THE PACT

We believe in a just society in which all citizens can live together peacefully and prosper.

We do so by being **activists** where we **campaign** on behalf of all citizens and hold government and civic society **accountable** for their actions.

One South Africa Movement is working to build a society where:

- There can be racial, cultural and gender harmony and tolerance amongst all citizens.
- Citizens can fairly and equitably participate in our economy and prosper.
- Our students, young and old, can have access to a world-class education that empowers them for a future of their choice and capability.
- Our citizens can be able to live free from crime and corruption.
- We can address the historical injustices of South Africa and any future injustices perpetrated.
- Build a government that is capable, agile, transparent and future-focused.
- Public representatives will be chosen directly by the people and are accountable to the people.
- We can live in a sustainable environment that we can hand over to future generations.
- There is complete human **dignity** for all that can never be taken away.

This is our pledge and if we work together locally and across the continent of Africa we can build a future for generations to uphold.