



NPO: 151-748

**KZN Women in Business
Constitution**

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1. NAME OF THE ORGANISATION

KZN Women in Business (KZNWIB).

The organisation shall:

Exist in its own right, separately from its Members.

Continue to exist even when its Membership changes and there are different Committee Members (who will fulfil the role of Office Bearers).

Be able to own fixed property and movable assets.

Be able to sue and be sued in its own name.

Members will not be liable for the obligations or liabilities of the organisation by virtue of their Membership status.

2. PURPOSE AND BACKGROUND

2.1. Purpose

The purpose of the organisation is to

Promote and foster the recognition of achievement of women in business.

Serve as a forum the exchange of information and knowledge.

Promote the business interests of its Members.

Provide a platform for engagement, discussion, and professional networking.

Develop leadership and support personal development through relationship-building.

2.2. Background:

Founded in 1995, KZNWIB is a networking group for women in business. From the single business owner to the corporate executive, KZNWIB is a Non-Profit Organisation (NPO) that supports women in becoming self-reliant and helping others. The ethos is one of emotional support and business development.

3. VISION

To be an effective and accountable women's networking organisation through the referral and offering of women-owned products, services, and skills to all businesses in every market sector, making a significant contribution to the economy, our city, and our province.

4. OBJECTIVES AND ACTIVITIES

4.1 The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.

4.2 Support a representative membership of women that includes acknowledged leaders in their respective fields.

4.3 Represent the concerns of businesswomen on major decision-making bodies of businesses in KZN, which shall

include local government, tourism, trade, and commerce.

4.4 To be recognised and acknowledged as a socially responsible association of businesswomen.

These objectives will be achieved by, among others;

- Monthly breakfast meetings open to all Members and invited guests
- Regular networking and advertising opportunities for Members
- Presentations and workshops by guest speakers and industry partners
- Fundraising activities to support a charity elected by the KZNBWIB

5. MEMBERSHIP

5.1 Membership is open to all business and professional women, whether self-employed or employed, who desire to promote women's advancement in the business world and who support the objects, rules and code of ethics and fulfil the membership criteria of the KZNBWIB.

5.2 Membership shall comprise:

5.2.1 Ordinary Members

The number of ordinary members is unlimited and is open to any individual who owns or operates a business and to any woman who is in Business, whether an NGO private or public company.

5.2.2 Corporate Members

The number of corporate members is unlimited and is open to any business or organisation that is registered in the Republic of South Africa. The corporate member can nominate a senior officer from their business/organisation for election to the Committee and the nominee is entitled to voting rights.

5.3 Application for Membership

A person or organisation wishing to become a member of the KZNBWIB must apply either in writing or online in the form decided upon by the Committee.

5.4 Determination and Continuation of Membership

5.4.1 On receipt of a new application, the Secretary will refer the application to the Committee for consideration. The decision to grant or decline membership shall be at the sole discretion of the Committee which need not furnish reasons for the decision.

5.4.2 Upon approval, by the Committee, the Secretary must, as soon as practicable after that determination, notify the applicant of the decision and secure the full payment of fees, thereby confirming membership.

5.4.3 The continuation of membership is contingent upon the member's demonstrated compliance with the Constitution and Code of Ethics of the KZNBWIB and the laws of the Republic of South Africa.

5.4.4 The Committee may revoke the membership of any member whose conduct is shown not to be in accordance with these provisions.

5.5 Membership Fees

5.5.1 The Committee shall determine the annual fees payable and if an increase shall be implemented during a mid-year annual review, along with the due date for payment thereof.

5.5.2 If a member fails to pay their membership fees within one month of the due date, the Secretary shall advise the member that her membership has been suspended, together with any and all entitlements and privileges of such membership (the grace period).

5.5.3 Should payment not be received within 30 days thereafter; membership will be terminated forthwith.

5.5.4 Membership may be reinstated on payment of the annual fee.

5.6 Member Rights and Responsibilities:

5.6.1 Members have equal voting rights

5.6.2 Members have the right to be elected and to elect (to office)

5.6.3 Members must participate and contribute to the furtherance of the Vision and objectives of the organisation.

5.6.4 Members must volunteer their time and talents in promoting, supporting and engaging in the activities of the KZNBWIB.

5.7 Termination of Membership

5.7.1 Resignation

A member may resign from the KZNBWIB by giving a written notice of resignation to the Administrator and Chairperson.

The resignation takes effect on:

5.7.1.1 the day and at the time the notice is received by the Administrator; or

5.7.1.2 if a later date is stated in the notice - the later date.

5.7.2 Termination

The Committee may terminate a member's membership if the member

5.7.2.1 is convicted by a court of law; or

5.7.2.2 does not comply with any of the provisions of the Constitution; or

5.7.2.3 has membership fees in arrears by two months

5.7.2.4 conducts herself in a way considered to be injurious or prejudicial to the image or interests or objectives of the KZNBWIB.

5.7.3 Transfer of membership

KZNBWIB memberships are individual and are non-transferable except in cases where members are appointed by their employer. Should the employee-member leave the employer, the employer may replace the (member) person with another. Corporate membership is not individual, and accordingly is transferable.

5.8 Refund of membership fees

Membership fees are non-refundable.

6. GOVERNANCE - Committee Structure and duties

6.1. The Committee will comprise:

Chairperson

Vice Chairperson
Administrator
Portfolio Members

each of whom must be a member in good standing in the organisation and within the KZN business community.

6.2. The Committee, collectively, will manage the organisation.

6.3. The term of office will be 24 consecutive calendar months from date of appointment.

6.4 The Administrator, as the service provider to the organisation will be evaluated every 12 months.

6.5. Each Committee Member will fill 1 Committee seat (and portfolio) and will do so on a voluntary (non-remunerated) basis.

6.6. Committee Members and The Administrator are not liable for any of the obligations or liabilities of the organisation by virtue of their status as Committee Members.

6.7. Committee Members and the Administrator are not personally liable for any loss suffered by any person as a result of any act or omission, which occurs in good faith while the Committee Member is performing functions for or on behalf of the organisation.

6.8. Committee duties:

6.8.1 The Committee will plan, organise, lead and control the KZNWIB's activities

6.8.2 Committee Members will fulfil their required duties and attend scheduled meetings

6.8.3 The Committee can stand for re-election or make nominations for new Committee Members (Section 7)

6.9. Committee meeting requirements:

6.9.1 The Committee will meet monthly, following each monthly meeting of the KZNWIB.

6.9.2 The Committee will also meet annually for the Annual General Meeting (AGM), which will take place at the end of the KZNWIB's financial year, and will include invitations to all Members, which will be sent out at least one calendar month before the meeting.

6.9.3 Committee Members are required to attend any other duly convened *ad hoc* Committee meetings.

6.9.4 Committee Members who are unable to attend a meeting need to take all reasonable steps to have their absence mitigated covered by a fellow Committee member.

6.9.5 A majority of Committee Members in attendance will constitute a quorum and will enable binding decisions to be made and/or to be carried forward.

6.9.6 All meetings will be minuted and the Minutes will be made available to all committee Members of the organisation timeously, before the next meeting.

6.9.7 Changes to the Constitution may be made by a resolution, voted upon and passed by no less than two thirds of the members who are present at the Annual General Meeting, or a special meeting of the membership convened for this purpose.

6.9.8 Such approved changes must be made to the Constitution within 7 business days, inclusive of the first and last day, from the vote, failing which, the proposed changes will lapse and be of no force and

effect.

6.9.9 The Committee or individual responsible for amending the Constitution shall endeavour to do all that is reasonably possible to affect the changes.

6.10. Vacation of office:

A Member shall automatically vacate her seat on the Committee if:

6.10.1 She has been absent from 2 ordinary meetings without having shown good cause for her absence.

6.10.2 She is unable to fulfil her duties and resigns in writing to the Chairperson.

6.10.3 Her membership of the KZNWIB is terminated on grounds of misconduct.

6.11 Commitment to KZNWIB

6.11.1 Committee members will be required to serve KZNWIB for a period of 2 years and may not serve on any other Women's Networking Organisations (only) that are similar or in direct competition with the organisation.

6.11.2 In the case where a committee member has been elected to serve on another committee or council, she may choose which committee she will serve on. She will be required to make her intention clear in writing to KZNWIB.

6.11.3 If she elects to move to or serve on different committee as indicated above, she will be required to vacate her seat on the KZNWIB committee prior to starting her term with the new organisation.

6.11.4 She may be eligible to be nominated as a KZNWIB committee members once she vacates her seat or ends her term with another organisation.

7. NOMINATION OF COMMITTEE

7.1 Appointment to the Committee will be by membership nomination and vote every two years.

7.2 The nomination procedure will be as follows:

7.2.1 All Members must be notified by September of the opportunity to nominate Committee Members.

7.2.2 Nominations can only be made by paid up Members in good standing.

7.2.3 All interested Members must be nominated by another member or nominate themselves.

7.2.4 Nominees must be in good standing with the organisation and must have been a member of KZN Women in Business for at least 18 (eighteen) months, or attended a minimum of 10 meetings.

7.2.5 The Chairperson and Vice Chairperson roles can only be filled by an existing committee member.

7.2.6 The nominated existing committee member with the most votes from the membership will be appointed as the new Chairperson unless they decline then it will fall to the next highest vote.

7.2.7 The nominated existing committee member with the second most votes from the membership will be appointed as the new Vice Chairperson unless they decline then it will fall to the next highest vote.

7.2.8 The Committee roles can be filled by members from within the membership.

7.2.9 Members interested in serving on the Committee understand and accept the responsibilities/duties expected of them.

ONLY the paid Administrator may act as both Administrator and Treasurer for the organisation and may not fill any other Committee roles whilst serving in this capacity.

7.3 The previous Chairperson will only be eligible to stand for nomination to the Committee after four years from the end of her term.

7.4 An individual may only be Chairperson of the organisation for a single term and is not eligible to be voted in as Chairperson again at any point in the future.

7.5 Should the Committee deem it necessary; a new Committee member may be appointed to the Committee in the middle of a term by the unanimous vote of the Committee.

7.6 A member who is voted on to the Committee in this way must be in good standing with the organisation and must have been a member for at least 12 (twelve) months.

7.7 Roles & Responsibilities of office bearers

The office bearers are a Chairperson, Vice Chair, Administrator, Committee Members, shall comprise the committee and shall be responsible for the overall function of the KZNBWIB.

The Chairperson (or in the Chairperson's absence, the Vice Chair) acts as Chairperson at each meeting and committee meeting of the organisation. The Chairperson has a responsibility to present and get approved of the strategies that are set by the Committee to the Annual General Meeting, and acts as a Public Relations for the organisation and is responsible for all the organisation's activities – is awarded Power Of Attorney by the membership.

The Administrator shall ensure that records of the business of the KZNBWIB including the rules, registers of members and office bearers, minutes of all board and committee meetings and a file of correspondence are kept. These records must be kept available for inspection by any member and are held in the custody of the Administrator. On relinquishing office, the Administrator shall hand over records, minutes, any other pertinent information of the association, etc. to the incoming Administrator.

The Administrator must ensure that all money received is paid into an account in the organisation's name. Payments must be made through a petty cash system or by EFT (electronic funds transfer) from the organisations bank account. Such payments must be approved by the Administrator and one other signatory. The two main signatories are the Chair and the Administrator, and in the absence of one of the main signatories, the Vice-chairperson must be the third signatory. The Vice-chairperson will act when one of the two primary signatories are not available. The Administrator must ensure that books and accounts are kept correctly showing the financial affairs of the KZNBWIB and present all records for audit purposes at the end of the organisation's financial year. These records must be held in the custody of the Administrator and be made available for inspection by any member. The Administrator shall hand over all records to the incoming Administrator on relinquishing office.

7.8 In the event of the Chairperson becoming incapable of fulfilling their term of office, for whatsoever reason, the Vice-Chairperson shall assume the role of the new Chairperson from date of incapacity or resignation of the current Chairperson. In this case, the committee must vote for a new Vice-Chairperson from the remaining committee members within 30 days of the date of incapacity or resignation of the current Chairperson.

7.9 In the event of both the Chairperson and Vice-Chairperson becoming incapable of fulfilling their term of office, for whatsoever reason, the committee must vote for a new Chairperson and Vice-Chairperson from the remaining committee members within 30 days of the date of incapacity or resignation of the current Chairperson. Furthermore, the members must vote to appoint two (2) new members onto the committee at the next ordinary meeting of the organisation.

8. OUR CHARITY:

As a non-profit organisation, KZNWIB recognises its social responsibility. Each year, we support a charity.

The Members are responsible for nominating the charity of choice. Nominations for the charity will occur every year or annually, and the charity may not be eligible to be re-elected for 2 years or 2 consecutive terms.

Once a charity's term of 1 calendar year is complete, it will only be eligible for nomination after 2 terms (two years) following its single term.

Funds for the charity are raised at each meeting and Members receive monthly updates on the charity's projects.

Profits raised will be paid over to the Charity in December of the same year of their term after all required deductions as stipulated in section 10.8 of the constitution have been made.

9. OUR SPONSORS:

To support us in our endeavours, KZNWIB actively seeks out sponsorship for our meetings and fundraising activities.

Sponsors may donate services, funds, or gifts.

Any consideration received by a member from a sponsor, in excess of R100 in value, shall be declared to the Administrator.

In exchange, sponsors benefit from advertising opportunities at meetings and functions, through the KZNWIB website and in KZNWIB's monthly communications.

10. INCOME AND PROPERTY

10.1. The organisation will keep a record of:

- Its income (which must be used for organisational activities)
- Its property/assets
- Official meetings and decisions
- Projects and organisational activities

10.2. The organisation may neither donate, nor loan, nor make available its funds or assets to, or for the use by, its Members.

10.3. A Member of the organisation may only receive or accept money from the organisation as reasonable compensation for work that was requested to be performed or expenses to be incurred, on behalf of the organisation. In such instances the pre-authorisation and approval of the Committee is required.

10.4. Members of the organisation do not have rights over the things that belong to the organization and have been bought for the organisation by the Committee.

10.5. The organisation's financial transactions will be conducted by means of a bank account and all records will

be verified by a registered accountant.

10.6. The Organisation may choose to invest any capital amounts it deems fit, provided that, all interest raised on the amount annually, is donated to the nominated charity.

10.7. The Organisations annual Financial Year End shall be on the 31st day of December.

10.8. For the purposes of donating proceeds to the nominated charity, all monies in the bank account and in the form of cash will be tallied after the November meeting and before the December meeting annually, after all expenses for November have been deducted.

Income to be retained annually (not to be included in the Charity total) includes the following:

1. Cost of up to 2 meetings, including cost of 1 seat for Sponsor and 1 seat for Charity.
2. 3 months salary for Administrator
3. Any miscellaneous costs
4. 1 month's fixed costs to cover any additional services required or used by the organisation.

All other monies in the form of cash and in the cheque account shall be paid to the nominated charity by the 31st December of that year.

The final amount to be paid to the Charity must be approved by the Committee.

10.9. Members of the organisation have the right to peruse the organisation's financial records upon written request to the Administrator.

10.10. The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

10.11. When the organisation closes down 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 nonprofit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

11. INVESTIGATIVE PROCEDURES – ALLEGED MISCONDUCT

Any complaint against a member of the KZNWIB must be submitted in writing and in the strictest confidence, to the Administrator.

The submission must specify the nature and details of the incident or circumstances giving rise to the complaint (alleged misconduct) and must bear the name and contact details of the complainant.

All complaints received regarding any alleged misconduct by a Member must be investigated and a finding delivered within 10 working days.

A Confidential Investigating Committee (CIC), comprising two (2) persons, who are not Committee members, and who have been nominated jointly by the Chairperson and Vice Chairperson of the KZNWIB, will be convened and tasked with investigating the allegations. .

A member of the KZNWIB Committee will advise the member, against whom the complaint has been lodged, of the nature of the complaint and that a Confidential Investigating Committee (CIC) has been convened to investigate the allegations.

The member is to be afforded the opportunity to participate in the investigation by submitting a written response within 3 normal working days, wherein the member may either admit or deny all or part of the allegations

contained in the complaint and may substantiate her response with appropriate reasons.

The CIC must conclude an investigation into the complaint within 7 working days of their appointment and establish whether, in their opinion, there exists a prima facie case of misconduct against the member.

If the CIC is of the view that a prima facie case exists, the CIC must inform the KZNWIB Chairperson in writing of their findings.

The Chairperson shall, in council with the KZNWIB Committee and/or a competent person appointed by the KZNWIB Committee, consider the submissions made by both the member and the CIC and determine the appropriate action to be taken.

The Chairperson or a delegated Committee member must, within 14 working days of having received the complaint, present the Member with the findings of the KZNWIB Committee.

12. RESOLUTION PROCEDURE – MEMBER/MEMBER DISPUTE

In instances where a dispute arises between two parties who are members of the KZNWIB, the disputing parties agree to submit the dispute to mediation.

Either party may notify the Administrator of the existence of a dispute and of the salient facts giving rise to the dispute.

The Administrator will convene a meeting between the parties within 5 working days of receipt to agree upon and set out the terms of reference of the dispute to be considered by a mediator.

A suitable person shall be appointed by the Committee to conduct the mediation, which shall be commenced within 5 working days of the finalization of the terms of reference by the parties.

Should the mediation process fail to resolve the dispute within a reasonable period, the parties may elect, at their own expense, to proceed to voluntary arbitration.

Should the parties however decline to refer the dispute to arbitration, the Committee shall after due consideration of the facts and the circumstances surrounding the dispute, exercise its prerogative and take whatever steps it considers appropriate to protect the interests of the KZNWIB and its members.

13. CHANGES TO THE 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 the previous paragraph.

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.

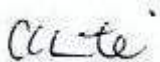
14. CONTACT DETAILS

- Tilanie Grote: Chairperson 2024-2025 / Email: chairperson@kznwib.co.za
- Tanya Fleischer: Vice Chairperson 2024 - 2025 / Email: vice-chair@kznwib.co.za

- Nicci Hosking: Administrator / Email: info@kznwib.co.za
- Registration No: 151-748 NPO
- PBO Number: 930061227
- Address: 10 Somerset Drive, Westville, 3629
- Email: info@kznwib.co.za Website: www.kznwib.co.za

Approved and signed at _____Durban_____, on _____18 April 2024_____

SIGNED:



Tilanie Grote
(Chairperson 2024-2025)



Tanya Fleischer
(Vice-chair 2024-2025)



Nicci Hosking
(Administrator)