



CONSTITUTION
OF
OFENTSE YOUTH WELLNESS
Shaping Stronger Minds For Brighter Days

Non-Profit Company
Registration Number: NPC 2025/140479/08

Non-Profit Organisation
NPO Number: 320-290

Adopted: 03 June 2025

CONSTITUTION OF OFENTSE YOUTH WELLNESS

TABLE OF CONTENTS

1. Preamble
2. Name and Legal Status
3. Definitions and Interpretations
4. Vision, Mission, and Core Values
5. Objectives and Purpose
6. Scope of Operations
7. Membership and Volunteers
8. General Meetings
9. Board of Directors
10. Roles and Responsibilities of Board Members
11. Election and Appointment of Board Members
12. Board Meetings
13. Removal of Board Members
14. Powers and Duties of the Board
15. Subcommittees and Working Groups
16. Regional and Provincial Structures
17. Financial Year
18. Income and Fundraising
19. Financial Records and Reporting
20. Auditing Requirements
21. Asset Management
22. Code of Conduct and Ethics
23. Conflicts of Interest
24. Confidentiality
25. Child Protection and Safeguarding
26. Complaints and Grievances Procedure
27. Disciplinary Procedures
28. Dispute Resolution
29. Programs and Services
30. Volunteer Management

- 31. Partnerships and Collaborations
- 32. Public Benefit Activities
- 33. Records and Document Management
- 34. Registered Office and Communication
- 35. Amendment of Constitution
- 36. Dissolution and Winding Up
- 37. Surplus Assets on Dissolution
- 38. Interpretation and Severability
- 39. Transitional Provisions
- 40. Ratification and Commencement

1. PREAMBLE

We, the founders and members of **Ofentse Youth Wellness**, recognising the critical need for mental health awareness and support among high school learners in South Africa, hereby establish this Constitution to govern our organisation.

We acknowledge that:

- Mental health challenges among youth are increasing and often go unaddressed
- Many high school learners lack access to mental health education and support
- Stigma around mental health prevents open and honest conversations
- Early intervention and awareness can transform young lives

Therefore, we commit ourselves to creating safe spaces in schools where learners can openly discuss mental health, learn coping strategies, and understand that seeking help is a sign of strength, not weakness.

This Constitution establishes the framework for our operations, governance, and commitment to empowering South African youth through mental health awareness.

2. NAME AND LEGAL STATUS

2.1 The name of the organisation shall be **"Ofentse Youth Wellness"** (hereinafter referred to as "the Organisation").

2.2 The Organisation is registered as:

- A Non-Profit Company (NPC) in terms of the Companies Act, 2008 (Act No. 71 of 2008)
- Registration Number: **NPC 2025/140479/08**
- A Non-Profit Organisation (NPO) in terms of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997)
- NPO Registration Number: **320-290**

2.3 The Organisation operates as a voluntary association established not for gain.

2.4 The Organisation has perpetual succession and a juristic personality separate from its members and directors.

2.5 All income and property of the Organisation shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred, directly or indirectly, to any member or director, except as reasonable compensation for services rendered.

3. DEFINITIONS AND INTERPRETATIONS

In this Constitution, unless the context indicates otherwise:

"Act" means the Companies Act, 2008 (Act No. 71 of 2008), as amended;

"AGM" means Annual General Meeting;

"Board" means the Board of Directors of the Organisation;

"Chairperson" means the Chairperson of the Board;

"Constitution" means this Constitution and any amendments thereto;

"Director" means a member of the Board of Directors;

"Financial Year" means the period defined in Clause 17;

"Learner" means a high school student in Grades 8-12;

"Member" means a person admitted as a member in accordance with this Constitution;

"Mental Health Awareness" means education, advocacy, and activities aimed at promoting understanding of mental health, reducing stigma, and encouraging help-seeking behaviour;

"NPO" means Non-Profit Organisation;

"Organisation" means Ofentse Youth Wellness;

"Provincial Coordinator" means a volunteer appointed to oversee activities within a specific province;

"Quorum" means the minimum number of persons required to be present for a meeting to proceed;

"Regional Coordinator" means a volunteer appointed to oversee activities within a specific region;

"SADAG" means the South African Depression and Anxiety Group;

"Volunteer" means any person who offers their time, skills, and services to the Organisation without expectation of monetary compensation;

"Workshop" means an interactive educational session on mental health awareness to high school learners conducted by the Organisation;

"Writing" includes typing, printing, lithography, photography, and any other mode of representing or reproducing words in visible form, including electronic communication.

4. VISION, MISSION, AND CORE VALUES

4.1 Vision

To cultivate a generation of empowered, resilient, and mentally healthy young individuals in South Africa who understand that mental wellness is essential to living fulfilling lives.

4.2 Mission

To bring mental health awareness, education, and support directly to high school learners across South Africa through free, accessible, and impactful workshops that create safe spaces for honest conversations about mental wellness.

4.3 Core Values

The Organisation is guided by the following core values:

4.3.1 Empowerment

We believe in empowering learners with knowledge, tools, and confidence to take charge of their mental wellness.

4.3.2 Accessibility

Mental health support should be free and available to all learners, regardless of their socioeconomic background.

4.3.3 Compassion

We approach every learner with empathy, understanding, and respect for their unique experiences.

4.3.4 Integrity

We operate with transparency, honesty, and ethical principles in all our activities.

4.3.5 Inclusivity

We create safe, judgment-free spaces where all learners feel welcomed and valued.

4.3.6 Breaking Stigma

We actively work to normalize mental health conversations and challenge harmful stereotypes.

4.3.7 Evidence-Based Practice

Our programs are informed by research, best practices, and expert guidance in mental health and youth development.

4.3.8 Collaboration

We partner with schools, mental health professionals, and organisations to maximize our impact.

5. OBJECTIVES AND PURPOSE

The primary objectives of the Organisation are:

- 5.1 To promote mental health awareness among high school learners in South Africa.
- 5.2 To provide free mental health education workshops in schools across South Africa.
- 5.3 To create safe, non-judgmental spaces where learners can openly discuss mental health challenges.
- 5.4 To equip learners with practical tools and coping strategies for managing stress, anxiety, depression, and other mental health challenges.
- 5.5 To reduce stigma surrounding mental health and normalize conversations about mental wellness.
- 5.6 To educate learners on when and how to seek professional mental health support.
- 5.7 To build a network of trained volunteers committed to youth mental health advocacy.
- 5.8 To collaborate with schools, educators, mental health professionals, and organisations to enhance youth mental wellness.
- 5.9 To advocate for improved mental health support systems in South African schools.
- 5.10 To conduct research and gather data on youth mental health needs to inform program development.
- 5.11 To provide ongoing support and resources to learners beyond initial workshops.
- 5.12 To train and support volunteers in mental health awareness facilitation.
- 5.13 To partner with mental health organisations such as SADAG to provide crisis support and professional referrals.

5.14 To raise public awareness about the importance of youth mental health.

5.15 To develop and distribute mental health resources, materials, and educational content.

6. SCOPE OF OPERATIONS

6.1 Primary Focus: The Organisation focuses exclusively on mental health awareness and education for high school learners (Grades 8-12).

6.2 Geographic Scope: The Organisation operates primarily in South Africa, with the potential to expand internationally where mental health awareness for youth is needed.

6.3 Target Beneficiaries: High school learners aged 13-19 years in public and private schools, as well as learners in alternative education settings.

6.4 Service Delivery:

- In-person workshops at schools
- Online workshops and webinars
- Resource distribution (digital and print materials)
- Partnerships with schools and mental health organisations

6.5 Language: Workshops and materials are provided in English, with provisions for translation into other South African languages as resources allow.

7. MEMBERSHIP AND VOLUNTEERS

7.1 Eligibility

Any person aged 18 years or older who shares the Organisation's vision and mission and is committed to youth mental health advocacy is eligible to join as a volunteer.

7.2 Application Process

7.2.1 Interested individuals may apply to volunteer by completing the Organisation's volunteer application form.

7.2.2 All applicants must sign the Volunteer Agreement and agree to abide by the Organisation's Code of Conduct.

7.2.3 The Board or its designated committee shall review and approve volunteer applications.

7.4 Rights of Volunteers

7.4.1 To participate in the Organisation's programs and activities.

7.4.2 To receive training and support necessary for their roles.

7.4.3 To access resources and materials developed by the Organisation.

7.4.4 To provide input and feedback on the Organisation's activities.

7.4.5 To be treated with respect and dignity.

7.4.6 To resign from their volunteer role at any time by providing written notice.

7.5 Obligations of Volunteers

- 7.5.1 To uphold the Organisation's vision, mission, and values.
- 7.5.2 To comply with the Code of Conduct and all organisational policies.
- 7.5.3 To maintain confidentiality regarding sensitive information.
- 7.5.4 To participate in required training sessions.
- 7.5.5 To perform their volunteer duties with diligence and professionalism.
- 7.5.6 To act in the best interests of the learners and the Organisation.

7.6 Termination of Volunteer Status

- 7.6.1 A volunteer may resign at any time by providing written notice to the Board.
- 7.6.2 The Board may terminate a volunteer's involvement for:
 - Breach of the Code of Conduct
 - Conduct detrimental to the Organisation's reputation or mission
 - Failure to fulfill volunteer obligations
 - Violation of confidentiality
 - Any behaviour that compromises learner safety
- 7.6.3 Before termination, the volunteer shall be given an opportunity to respond to allegations, except in cases of serious misconduct requiring immediate action.

8. GENERAL MEETINGS

8.1 Annual General Meeting (AGM)

- 8.1.1 The Organisation shall hold an AGM once per calendar year, within 6 months of the end of the financial year.
- 8.1.2 The AGM shall be convened by the Board.
- 8.1.3 At least 21 (twenty-one) days' written notice of the AGM shall be given to all members and volunteers.

8.2 Purpose of AGM

The AGM shall:

- 8.2.1 Receive and consider the Board's report on activities and achievements.
- 8.2.2 Receive and consider audited financial statements.
- 8.2.3 Elect Board members (where applicable).
- 8.2.4 Appoint auditors for the following financial year.
- 8.2.5 Consider any proposed amendments to the Constitution.
- 8.2.6 Address any other matters properly brought before the meeting.

8.3 Special General Meetings

8.3.1 A Special General Meeting may be called by:

- The Board at any time
- Written request from at least 10% of active volunteers

8.3.2 At least 14 (fourteen) days' written notice shall be given, specifying the purpose of the meeting.

8.4 Quorum

8.4.1 A quorum for general meetings shall be 25 active volunteers or 10% of active volunteers, whichever is less.

8.4.2 If a quorum is not present within 30 minutes of the scheduled time, the meeting shall be postponed to a date not less than 7 days later, at which meeting those present shall constitute a quorum.

8.5 Voting

8.5.1 Each active volunteer present shall have one vote.

8.5.2 Decisions shall be by simple majority unless otherwise specified in this Constitution.

8.5.3 The Chairperson shall have a casting vote in case of a tie.

8.5.4 Voting may be by show of hands unless a ballot is requested.

8.6 Minutes

8.6.1 Minutes of all general meetings shall be kept by the Secretary.

8.6.2 Minutes shall be made available to members within 30 days of the meeting.

9. BOARD OF DIRECTORS

9.1 Composition

9.1.1 The Organisation shall be governed by a Board of Directors consisting of a minimum of 5 (five) and a maximum of 11 (eleven) directors.

9.1.2 The Board shall include the following positions:

- Chairperson
- Vice Chairperson
- Secretary
- Additional directors as determined by the Board

9.2 Eligibility

9.2.1 Directors must be:

- At least 18 years of age
- Committed to the Organisation's mission and values
- Not disqualified in terms of the Companies Act

- Free from conflicts of interest that would compromise their duties

9.2.2 A majority of directors must have expertise or experience in one or more of the following areas:

- Mental health
- Psychology
- Youth development
- Education
- Non-profit management
- Governance

9.3 Diversity

The Board shall strive for diversity in terms of gender, race, age, expertise, and geographic representation.

10. ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

10.1 Chairperson

- 10.1.1 Provide leadership and strategic direction to the Organisation.
- 10.1.2 Preside over all Board meetings and general meetings.
- 10.1.3 Ensure the Board functions effectively and fulfills its duties.
- 10.1.4 Serve as the primary spokesperson for the Organisation.
- 10.1.5 Foster collaboration among Board members.
- 10.1.6 Ensure decisions are implemented effectively.

10.2 Vice Chairperson

- 10.2.1 Support the Chairperson in executing their duties.
- 10.2.2 Act as Chairperson in their absence.
- 10.2.3 Oversee specific portfolios as assigned by the Board.
- 10.2.4 Coordinate volunteer leadership development.

10.3 Secretary

- 10.3.1 Maintain accurate records of all Board and general meetings.
- 10.3.2 Prepare and distribute agendas and meeting materials.
- 10.3.3 Ensure compliance with constitutional and legal requirements.
- 10.3.4 Manage correspondence on behalf of the Board.
- 10.3.5 Maintain the register of directors and members.
- 10.3.6 Ensure proper filing of annual returns and regulatory documents.

10.4 All Directors

- 10.4.1 Act in good faith and in the best interests of the Organisation.
- 10.4.2 Exercise their powers for proper purposes.
- 10.4.3 Avoid conflicts of interest.
- 10.4.4 Attend Board meetings regularly and participate actively.
- 10.4.5 Contribute expertise and insights to Board discussions.
- 10.4.6 Support fundraising and resource mobilization efforts.
- 10.4.7 Advocate for the Organisation's mission.
- 10.4.8 Maintain confidentiality of Board matters.

11. ELECTION AND APPOINTMENT OF BOARD MEMBERS

11.1 Initial Board

The initial Board shall consist of founding members appointed by the Founders for a period of 2 (two) years.

11.2 Election Process

- 11.2.1 Board members shall be elected through an interview process.
- 11.2.2 Nominations may be submitted by any active volunteer at least 14 days before the AGM.

11.3 Term of Office

- 11.3.1 Directors shall serve for a term of 2 (two) years.
- 11.3.2 Directors may serve a maximum of 3 (three) consecutive terms (6 years total).
- 11.3.3 After a break of at least one year, a person may be re-elected to the Board.

11.4 Staggered Terms

To ensure continuity, the Board may implement staggered terms where approximately half the Board is elected each year.

11.5 Co-option

- 11.5.1 The Board may co-opt up to 2 (two) additional members to fill specific skill gaps.
- 11.5.2 Co-opted members serve until the next AGM.

11.6 Vacancies

- 11.6.1 If a Board position becomes vacant, the Board may appoint an interim director to serve until the next AGM.
- 11.6.2 The appointee must meet eligibility criteria.

12. BOARD MEETINGS

12.1 Frequency

12.1.1 The Board shall meet at least twice quarterly (eight times per year).

12.1.2 Additional meetings may be called as needed.

12.2 Notice

12.2.1 At least 7 (seven) days' notice shall be given for ordinary Board meetings.

12.2.2 Emergency meetings may be called with 48 hours' notice.

12.3 Quorum

12.3.1 A quorum shall be 50% + 1 of Board members.

12.3.2 No decisions may be made without a quorum.

12.4 Participation

12.4.1 Board meetings may be held virtually, or via hybrid format.

12.5 Voting

12.5.1 Each director has one vote.

12.5.2 Decisions are made by simple majority unless otherwise specified.

12.5.3 The Chairperson has a casting vote in case of a tie.

12.6 Minutes

12.6.1 The Secretary shall keep minutes of all Board meetings.

12.6.2 Minutes shall be circulated within 14 days and approved at the next meeting.

12.7 Confidentiality

Board discussions and decisions shall remain confidential except where disclosure is required by law or authorized by the Board.

13. REMOVAL OF BOARD MEMBERS

13.1 Grounds for Removal

A Board member may be removed from office for:

13.1.1 Breach of fiduciary duties

13.1.2 Gross negligence or willful misconduct

13.1.3 Conviction of a criminal offense involving dishonesty

13.1.4 Being declared mentally unfit by a competent court

13.1.5 Being absent from three consecutive Board meetings without valid reason

13.1.6 Conduct that brings the Organisation into disrepute

13.1.7 Material breach of this Constitution or organisational policies

13.1.8 Failure to disclose conflicts of interest

13.1.9 Engaging in activities contrary to the Organisation's objectives

13.2 Removal Process

13.2.1 A resolution to remove a Board member must be proposed by at least two directors or 10% of active volunteers.

13.2.2 Written notice of the proposed removal, including reasons, must be given to the director concerned at least 14 days before the meeting.

13.2.3 The director shall have the right to:

- Present a written defense
- Attend the meeting and be heard
- Be accompanied by a support person (non-voting)

13.2.4 The director concerned shall not vote on the resolution.

13.2.5 Removal requires a two-thirds majority vote of the remaining Board members.

13.2.6 The decision shall be communicated in writing within 7 days.

13.3 Appeal

13.4.1 A removed director may appeal to a Special General Meeting within 30 days.

13.4.2 The appeal must be in writing and state grounds.

13.4.3 The decision of the Special General Meeting is final.

14. POWERS AND DUTIES OF THE BOARD

14.1 General Powers

The Board shall have the power to:

- 14.1.1 Manage and control the Organisation's affairs.
- 14.1.2 Make decisions on behalf of the Organisation between general meetings.
- 14.1.3 Develop and implement strategic plans.
- 14.1.4 Approve annual budgets and financial plans.
- 14.1.5 Establish policies and procedures.
- 14.1.6 Open and operate bank accounts.
- 14.1.7 Enter into contracts and agreements.
- 14.1.8 Acquire, hold, and dispose of property.
- 14.1.9 Accept donations, grants, and other funding.
- 14.1.10 Appoint subcommittees and working groups.
- 14.1.11 Delegate specific functions to subcommittees or individuals.
- 14.1.12 Engage service providers and consultants.
- 14.1.13 Approve partnerships and collaborations.

14.2 Strategic Duties

The Board shall:

- 14.2.1 Set the strategic direction and long-term vision.
- 14.2.2 Ensure the Organisation remains focused on its mission.
- 14.2.3 Monitor and evaluate program effectiveness.
- 14.2.4 Identify and manage risks.
- 14.2.5 Ensure sustainability and growth.
- 14.2.6 Promote the Organisation's reputation and public image.

14.3 Governance Duties

The Board shall:

- 14.3.1 Ensure compliance with laws, regulations, and this Constitution.
- 14.3.2 Maintain proper records and documentation.
- 14.3.3 Ensure transparency and accountability.
- 14.3.4 Review and update policies regularly.
- 14.3.5 Ensure proper governance structures are in place.
- 14.3.6 Conduct regular board evaluations.

14.4 Financial Oversight

The Board shall:

- 14.4.1 Ensure sound financial management.
- 14.4.2 Approve annual budgets.
- 14.4.3 Monitor financial performance.
- 14.4.4 Ensure proper financial controls.
- 14.4.5 Review and approve financial statements.
- 14.4.6 Ensure audits are conducted as required.
- 14.4.7 Approve significant financial transactions.

14.5 Program Oversight

The Board shall:

- 14.5.1 Approve program strategies and plans.
- 14.5.2 Monitor program implementation and impact.
- 14.5.3 Ensure programs align with the Organisation's mission.
- 14.5.4 Ensure quality and effectiveness of workshops.
- 14.5.5 Ensure learner safety and well-being in all programs.

14.6 Volunteer Management Oversight

The Board shall:

- 14.6.1 Ensure effective volunteer recruitment, training, and support.
- 14.6.2 Review and approve volunteer policies.
- 14.6.3 Recognize and celebrate volunteer contributions.
- 14.6.4 Address volunteer-related issues and concerns.

14.7 Limitations

The Board shall not:

- 14.7.1 Use organisational resources for personal benefit.
- 14.7.2 Make decisions that contradict this Constitution.
- 14.7.3 Distribute profits or assets to members or directors.
- 14.7.4 Engage in activities outside the Organisation's objectives.

15. SUBCOMMITTEES AND WORKING GROUPS

15.1 Establishment

- 15.1.1 The Board may establish subcommittees and working groups to assist in fulfilling its responsibilities.
- 15.1.2 Each subcommittee must have clear terms of reference approved by the Board.

15.2 Types of Subcommittees

The Organisation may establish:

- 15.2.1 **Program Development Subcommittee:** Develops and refines workshop content and delivery methods.
- 15.2.2 **Volunteer Recruitment and Training Subcommittee:** Oversees volunteer onboarding and capacity building.
- 15.2.3 **Partnerships and Fundraising Subcommittee:** Develops partnerships with schools, organisations, and funders.
- 15.2.4 **Research and Evaluation Subcommittee:** Monitors program impact and conducts research on youth mental health.
- 15.2.5 **Communications and Marketing Subcommittee:** Manages public relations, social media, and awareness campaigns.
- 15.2.6 **Governance and Compliance Subcommittee:** Ensures adherence to legal and constitutional requirements.

15.3 Composition

- 15.3.1 Subcommittees may include Board members, volunteers, and external experts.
- 15.3.2 Each subcommittee shall have a chairperson appointed by the Board.

15.3.3 At least one Board member should serve on each subcommittee.

15.4 Authority

15.4.1 Subcommittees have advisory authority unless specifically delegated decision-making power by the Board.

15.4.2 Subcommittees report to the Board regularly.

15.4.3 The Board may dissolve or restructure subcommittees at any time.

15.5 Meetings

15.5.1 Subcommittees shall meet as frequently as necessary to fulfill their mandate.

15.5.2 Minutes of subcommittee meetings shall be kept and shared with the Board.

16. REGIONAL AND PROVINCIAL STRUCTURES

16.1 Purpose

To extend the Organisation's reach across South Africa, regional and provincial coordination structures are established.

16.2 Provincial Coordinators

16.2.1 Provincial Coordinators oversee activities within their respective provinces.

16.2.2 They are responsible for:

- Recruiting and supporting regional coordinators and volunteers
- Establishing partnerships with schools
- Coordinating workshop scheduling
- Monitoring program quality
- Reporting to the Board

16.2.3 Provincial Coordinators are appointed by the Board based on their experience, commitment, and capacity.

16.3 Regional Coordinators

16.3.1 Regional Coordinators operate within specific cities or districts.

16.3.2 They are responsible for:

- Facilitating workshops
- Building relationships with schools
- Recruiting local volunteers
- Reporting to Provincial Coordinators

16.3.3 Regional Coordinators are appointed by Provincial Coordinators.

16.4 Coordination and Support

16.4.1 The Board shall provide resources, training, and support to coordinators.

16.4.2 Regular communication channels shall be maintained.

16.4.3 Provincial and Regional Coordinators shall meet regularly (at least quarterly).

16.5 Accountability

16.5.1 Coordinators shall submit regular activity reports.

16.5.2 Performance shall be reviewed annually.

16.5.3 Coordinators may be removed for failure to fulfill duties or breach of policies.

17. FINANCIAL YEAR

17.1 The financial year of the Organisation shall run from **1 January to 31 December** annually.

17.2 The first financial year shall commence on the date of registration and end on 31 December of that year.

17.3 The Board may, by resolution and with proper notice to regulatory authorities, change the financial year-end.

18. INCOME AND FUNDRAISING

18.1 Sources of Income

The Organisation may receive income from:

18.1.1 Donations from individuals, corporations, and trusts

18.1.2 Grants from government, foundations, and international organisations

18.1.3 Fundraising events and campaigns

18.1.4 Sponsorships and partnerships

18.2 Fundraising Activities

18.2.1 The Board may approve fundraising activities that align with the Organisation's mission and values.

18.2.2 All fundraising must comply with relevant laws and regulations.

18.2.3 Fundraising activities must not compromise the Organisation's reputation or integrity.

18.3 Acceptance of Donations

18.3.1 The Organisation may accept donations in cash, kind, or services.

18.3.2 The Board may refuse donations that:

- Come with conditions contrary to the Organisation's mission
- Create conflicts of interest
- Compromise the Organisation's independence

- Are from sources engaged in unethical practices

18.3.3 All donations shall be properly receipted and recorded.

18.4 Use of Funds

18.4.1 All income shall be used exclusively to further the Organisation's objectives.

18.4.2 Funds shall be managed prudently and transparently.

18.4.3 No funds shall be distributed to members or directors as profit.

18.5 Banking

18.5.1 The Organisation shall maintain bank accounts with reputable financial institutions.

18.5.2 At least two signatories shall be required for all financial transactions above R1,000.

18.5.3 Signatories shall be appointed by the Board and may include:

- Chairperson
- Vice Chairperson
- Secretary
- Other Board members as determined

19. FINANCIAL RECORDS AND REPORTING

19.1 Accounting Records

19.1.1 The Organisation shall maintain complete and accurate accounting records.

19.1.2 Records shall include:

- Receipts and payments
- Assets and liabilities
- Income and expenditure
- Funding sources and applications
- Supporting documentation for all transactions

19.2 Financial Statements

19.2.1 The Board shall ensure preparation of annual financial statements.

19.2.2 Financial statements shall comply with applicable accounting standards.

19.2.3 Statements shall be presented at the AGM.

19.3 Reporting to Funders

19.3.1 The Organisation shall provide accurate and timely reports to funders as required.

19.3.2 Reports shall demonstrate accountability and impact.

19.4 Transparency

19.4.1 Financial information shall be available to members upon reasonable request.

19.4.2 Summary financial information may be published on the Organisation's website.

19.5 Document Retention

19.5.1 Financial records shall be retained for at least 7 years.

19.5.2 Records shall be stored securely.

20. AUDITING REQUIREMENTS

20.1 Annual Audit

20.1.1 The Organisation's financial statements shall be audited annually by an independent registered auditor.

20.1.2 The auditor shall be appointed at each AGM.

20.1.3 The auditor may not be a Board member, employee, or have any conflict of interest.

20.2 Auditor's Duties

20.2.1 The auditor shall examine the financial statements and provide an independent opinion.

20.2.2 The auditor may examine any records necessary for the audit.

20.2.3 The auditor shall report to the AGM.

20.3 Management Letter

20.3.1 The auditor may provide a management letter with recommendations.

20.3.2 The Board shall consider and respond to the management letter.

20.4 Changing Auditors

20.4.1 The auditor may be changed by resolution at a general meeting.

20.4.2 Reasons for change shall be documented.

21. ASSET MANAGEMENT

21.1 Acquisition of Assets

21.1.1 The Board may approve acquisition of assets necessary for the Organisation's operations.

21.1.2 Significant asset purchases shall be included in the annual budget.

21.2 Asset Register

21.2.1 The Organisation shall maintain an asset register.

21.2.2 The register shall include:

- Description of each asset
- Date of acquisition
- Cost or value

- Location
- Condition

21.3 Asset Management

21.3.1 Assets shall be used exclusively for the Organisation's objectives.

21.3.2 Proper care shall be taken to maintain assets in good condition.

21.3.3 Assets shall be insured where appropriate.

21.4 Disposal of Assets

21.4.1 The Board may approve disposal of assets that are:

- No longer needed
- Obsolete or damaged
- More costly to maintain than replace

21.4.2 Disposal of assets valued above R10,000 requires Board approval.

21.4.3 Disposal must be at fair market value or for the Organisation's best interests.

21.4.4 Records of disposal shall be maintained.

21.5 Personal Use of Assets

21.5.1 Organisational assets may not be used for personal benefit.

21.5.2 Temporary personal use may be permitted with Board approval for specific circumstances.

22. CODE OF CONDUCT AND ETHICS

22.1 Application

This Code of Conduct applies to all Board members, volunteers, coordinators, and anyone acting on behalf of the Organisation.

22.2 Ethical Principles

All persons shall:

22.2.1 Act with integrity, honesty, and transparency.

22.2.2 Respect the dignity, rights, and privacy of learners.

22.2.3 Promote the Organisation's mission and values.

22.2.4 Avoid conduct that could bring the Organisation into disrepute.

22.2.5 Declare and manage conflicts of interest.

22.2.6 Use organisational resources responsibly.

22.2.7 Maintain professional boundaries.

22.2.8 Foster a culture of respect, inclusivity, and non-discrimination.

22.3 Professional Conduct

22.3.1 Interactions with learners must be professional, respectful, and appropriate.

22.3.2 Personal relationships with learners are prohibited.

22.3.3 Volunteers must not exploit their position for personal gain.

22.3.4 Volunteers must maintain emotional boundaries while showing empathy.

22.4 Respect and Non-Discrimination

22.4.1 The Organisation does not tolerate discrimination based on race, gender, religion, sexual orientation, disability, or any other protected characteristic.

22.4.2 All learners shall be treated equally and with respect.

22.4.3 Bullying, harassment, or intimidation is strictly prohibited.

22.5 Substance Use

22.5.1 Volunteers shall not be under the influence of alcohol or drugs while representing the Organisation.

22.5.2 No alcohol or illegal substances shall be present at workshops or events.

22.6 Digital Conduct

22.6.1 Social media interactions must be professional and appropriate.

22.6.2 Volunteers shall not add learners as personal contacts on social media.

22.6.3 Communication with learners must occur through official Organisation channels.

22.6.4 Sensitive or confidential information shall not be shared online.

22.7 Consequences of Violation

22.7.1 Violations of this Code may result in:

- Verbal or written warning
- Suspension from activities
- Termination of involvement
- Legal action where appropriate

23. CONFLICTS OF INTEREST

23.1 Definition

A conflict of interest arises when a person's personal, financial, or other interests could improperly influence their decisions or actions on behalf of the Organisation.

23.2 Duty to Disclose

23.2.1 All Board members and volunteers must disclose any actual, potential, or perceived conflicts of interest.

23.2.2 Disclosure must be made:

- Upon joining the Organisation

- When a conflict arises
- Annually through a declaration form

23.3 Types of Conflicts

Conflicts of interest may include:

- 23.3.1 Financial interests in entities doing business with the Organisation
- 23.3.2 Personal relationships with contractors, suppliers, or partners
- 23.3.3 Competing with the Organisation's objectives
- 23.3.4 Receiving personal benefit from organisational decisions
- 23.3.5 Using organisational information for personal gain

23.4 Management of Conflicts

23.4.1 When a conflict exists, the individual must:

- Declare it immediately
- Abstain from discussions and decisions on the matter
- Leave the meeting during deliberation if requested

23.4.2 The Board shall decide how to manage the conflict.

23.4.3 All conflicts and their management shall be recorded in minutes.

23.5 Related Party Transactions

23.5.1 Transactions with Board members, their relatives, or entities they control must be:

- Disclosed fully
- At arm's length and fair market value
- Approved by disinterested Board members
- Documented thoroughly

24. CONFIDENTIALITY

24.1 Confidential Information

Confidential information includes:

- 24.1.1 Personal information about learners, volunteers, or donors
- 24.1.2 Sensitive organisational strategies or plans
- 24.1.3 Financial information
- 24.1.4 Information shared in confidence by learners
- 24.1.5 Board deliberations and discussions

24.2 Duty of Confidentiality

24.2.1 All Board members and volunteers must maintain strict confidentiality.

24.2.2 Confidential information may only be disclosed:

- With consent
- Where required by law
- To protect a learner from harm
- As authorized by the Board

24.3 Protection of Personal Information

24.3.1 The Organisation shall comply with the Protection of Personal Information Act (POPIA).

24.3.2 Personal information shall be:

- Collected lawfully and with consent
- Used only for stated purposes
- Stored securely
- Not shared without authorization

24.4 Breach of Confidentiality

Unauthorized disclosure of confidential information may result in disciplinary action and potential legal consequences.

25. CHILD PROTECTION AND SAFEGUARDING

25.1 Commitment

The Organisation is committed to protecting learners from harm, abuse, and exploitation.

25.2 Appropriate Boundaries

25.3.1 Volunteers must maintain appropriate physical and emotional boundaries.

25.3.2 One-on-one interactions with learners should occur in visible, open spaces.

25.4 Recognizing and Responding to Abuse

25.4.1 Volunteers shall be trained to recognize signs of abuse or distress.

25.4.2 Concerns about a learner's safety must be reported immediately to:

- School authorities
- SADAG or appropriate crisis services
- Authorities where required by law

25.5 Reporting Obligations

25.5.1 The Organisation shall comply with legal obligations regarding reporting of child abuse.

25.5.2 Where a learner discloses abuse, the volunteer shall:

- Listen without judgment

- Not investigate
- Report to school authorities and appropriate services
- Document the disclosure

25.6 Zero Tolerance

25.6.1 The Organisation has zero tolerance for abuse, exploitation, or harm of learners.

25.6.2 Violations will result in immediate removal and potential legal action.

26. COMPLAINTS AND GRIEVANCES PROCEDURE

26.1 Right to Complain

Any person has the right to raise concerns or complaints about the Organisation's conduct, activities, or individuals.

26.2 Types of Complaints

26.2.1 **Service Complaints:** Concerns about workshop quality, content, or delivery.

26.2.2 **Conduct Complaints:** Concerns about behaviour of Board members or volunteers.

26.2.3 **Governance Complaints:** Concerns about organisational decisions or processes.

26.2.4 **Safeguarding Complaints:** Concerns about learner safety or well-being.

26.3 Complaint Submission

26.3.1 Complaints may be submitted:

- In writing to the Board Secretary
- Via email to designated complaint address
- Through the Organisation's website
- Verbally to a Board member (who shall document it in writing)

26.3.2 Anonymous complaints will be considered but may be difficult to investigate fully.

26.4 Complaint Handling

26.4.1 All complaints shall be acknowledged within 7 days.

26.4.2 Complaints shall be investigated promptly and impartially.

26.4.3 The complainant shall be kept informed of progress.

26.4.4 Investigations shall be conducted by individuals without conflicts of interest.

26.4.5 A written response shall be provided within 30 days where possible.

26.5 Serious Complaints

26.5.1 Complaints involving safeguarding, abuse, or criminal conduct shall be escalated immediately.

26.5.2 External authorities shall be notified as required by law.

26.6 Records

26.6.1 All complaints and their resolution shall be documented.

26.6.2 Records shall be retained and reviewed for patterns or systemic issues.

26.7 Appeal

26.7.1 If dissatisfied with the outcome, complainants may appeal to the full Board within 14 days.

26.7.2 The Board's decision on appeal is final.

27. DISCIPLINARY PROCEDURES

27.1 Purpose

These procedures ensure fair and consistent handling of misconduct by Board members or volunteers.

27.2 Grounds for Discipline

Disciplinary action may be taken for:

27.2.1 Breach of the Code of Conduct

27.2.2 Failure to fulfill duties or responsibilities

27.2.3 Conduct bringing the Organisation into disrepute

27.2.4 Violation of organisational policies

27.2.5 Dishonesty or fraud

27.2.6 Harassment, discrimination, or bullying

27.2.7 Compromising learner safety

27.3 Disciplinary Process

27.3.1 **Investigation:** Allegations shall be investigated by a designated person or committee.

27.3.2 **Notice:** The individual shall receive written notice of allegations and proposed disciplinary action.

27.3.3 **Right to Respond:** The individual shall have opportunity to present their case in writing or at a hearing.

27.3.4 **Decision:** A decision shall be made based on the evidence, considering the individual's response.

27.3.5 **Communication:** The decision and reasons shall be communicated in writing within 7 days.

27.4 Disciplinary Measures

27.4.1 Verbal warning

27.4.2 Written warning

27.4.3 Suspension from activities (temporary)

27.4.4 Additional training or supervision

27.4.5 Termination of involvement

27.4.6 Referral to authorities where appropriate

27.5 Serious Misconduct

27.5.1 Cases of serious misconduct (abuse, fraud, violence) may result in immediate suspension pending investigation.

27.5.2 Police or authorities shall be notified as required.

27.6 Appeal

27.6.1 Individuals may appeal disciplinary decisions to the Board within 14 days.

27.6.2 The Board's decision on appeal is final.

27.7 Records

All disciplinary matters shall be documented confidentially.

28. DISPUTE RESOLUTION

28.1 Commitment to Resolution

The Organisation is committed to resolving disputes amicably, fairly, and efficiently.

28.2 Types of Disputes

28.2.1 Disputes between volunteers

28.2.2 Disputes between Board members

28.2.3 Disputes between the Organisation and external parties

28.2.4 Disputes regarding constitutional interpretation

28.3 Internal Dispute Resolution

28.3.1 **Step 1 - Direct Discussion:** Parties should first attempt to resolve the matter through direct, respectful dialogue.

28.3.2 **Step 2 - Mediation:** If direct discussion fails, parties may request mediation by:

- A neutral Board member
- An external mediator appointed by the Board
- The Chairperson (if not involved in the dispute)

28.3.3 **Step 3 - Board Determination:** If mediation fails, the dispute may be referred to the Board for determination.

- The Board shall hear both parties
- The Board shall make a decision within 30 days
- The decision shall be binding unless appealed

28.4 Constitutional Disputes

28.4.1 Disputes about interpretation of this Constitution shall be referred to the Board.

28.4.2 The Board's interpretation shall be final unless challenged at a general meeting.

28.5 External Disputes

28.5.1 Disputes with schools, partners, or other external parties shall be handled by the Board or its designated representative.

28.5.2 The Organisation shall seek amicable resolution before pursuing legal action.

28.6 Arbitration

28.6.1 If internal resolution fails, parties may agree to binding arbitration.

28.6.2 Arbitration shall be conducted in accordance with South African arbitration law.

28.6.3 The arbitrator's decision shall be final and binding.

28.7 Legal Action

28.7.1 Legal action should be a last resort.

28.7.2 The Board must approve initiation of legal proceedings.

28.8 Good Faith

All parties shall engage in dispute resolution processes in good faith, with honesty and respect.

29. PROGRAMS AND SERVICES

29.1 Core Program

The Organisation's primary program is the delivery of **Mental Health Awareness Workshops** to high school learners.

29.2 Workshop Objectives

Workshops aim to:

29.2.1 Increase awareness and understanding of mental health.

29.2.2 Reduce stigma around mental health issues.

29.2.3 Teach practical coping strategies for stress, anxiety, and emotional challenges.

29.2.4 Encourage help-seeking behaviour.

29.2.5 Build resilience and emotional intelligence.

29.2.6 Create safe spaces for open discussion.

29.3 Workshop Content

Workshops may cover:

29.3.1 Understanding mental health and common conditions

29.3.2 Stress and anxiety management techniques

29.3.3 Depression awareness and support

29.3.4 Emotional regulation and self-awareness

29.3.5 Self-care and wellness practices

29.3.6 Recognizing when to seek help

29.3.7 Supporting peers experiencing mental health challenges

29.3.8 Building healthy coping mechanisms

29.3.9 Mindfulness and relaxation techniques

29.4 Workshop Delivery

29.4.1 Workshops shall be interactive, engaging, and age-appropriate.

29.4.2 Workshops typically last 60-90 minutes.

29.4.3 Workshops may be delivered:

- In-person at schools
- Online via video conferencing platforms
- Through hybrid formats

29.4.4 Workshop facilitators shall be trained volunteers.

29.4.5 All workshops are provided free of charge.

29.5 Target Audience

29.5.1 Primary beneficiaries are high school learners in Grades 8-12.

29.5.2 Workshops may also be offered to educators and parents where appropriate.

29.6 Online Programs

29.6.1 The Organisation offers online mental health awareness sessions.

29.6.2 Online workshops provide accessibility to learners across geographic locations.

29.6.3 Online sessions follow the same quality standards as in-person workshops.

29.7 Resource Distribution

29.7.1 The Organisation develops and distributes mental health resources including:

- Informational handouts
- Coping strategy guides
- Crisis helpline information
- Self-care tips
- Digital content (videos, infographics, articles)

29.8 Follow-Up Support

29.8.1 Learners are provided with information on where to seek ongoing support.

29.8.2 The Organisation partners with SADAG and other crisis services for referrals.

29.8.3 Schools are encouraged to establish support systems for learners.

29.9 Quality Assurance

29.9.1 Workshop content shall be evidence-based and developed in consultation with mental health professionals.

29.9.2 Facilitators shall receive training before conducting workshops.

29.9.3 Workshops shall be evaluated regularly for effectiveness and impact.

29.9.4 Feedback from learners and schools shall inform program improvements.

29.10 Program Expansion

29.10.1 The Board may approve new programs aligned with the Organisation's mission.

29.10.2 Any new program must focus on youth mental health awareness and support.

30. VOLUNTEER MANAGEMENT

30.1 Volunteer Recruitment

30.1.1 The Organisation actively recruits volunteers through:

- Social media and website
- University partnerships
- Professional networks
- Community outreach
- Word of mouth and referrals

30.1.2 Recruitment messaging shall clearly communicate:

- The Organisation's mission
- Volunteer roles and expectations
- Time commitment
- Benefits of volunteering

30.2 Volunteer Selection

30.2.1 All prospective volunteers must complete an application form.

30.2.2 Applications are reviewed by the Volunteer Coordinator or designated committee.

30.2.3 Selection criteria include:

- Alignment with organisational values
- Relevant skills or experience
- Commitment and availability
- Suitability for working with youth

30.2.4 Interviews or reference checks may be conducted where appropriate.

30.3 Volunteer Onboarding

30.3.1 New volunteers shall complete onboarding, including:

- Orientation to the Organisation's mission, values, and programs
- Review of policies, constitution and procedures
- Signing of Volunteer Agreement and Code of Conduct
- Introduction to the volunteer team

30.3.2 Onboarding may be conducted in-person or online.

30.4 Volunteer Training

30.4.1 All volunteers shall receive training appropriate to their role.

30.4.2 Workshop facilitators shall complete training covering:

- Mental health basics
- Facilitation skills
- Child protection and safeguarding
- Boundaries and ethics
- Handling sensitive disclosures
- Cultural sensitivity
- Workshop logistics

30.4.3 Ongoing training opportunities shall be provided.

30.4.4 Volunteers are encouraged to pursue additional mental health education.

30.5 Volunteer Support

30.5.1 Volunteers shall have access to:

- Clear role descriptions and expectations
- Resources and materials for their roles
- Regular communication and updates
- Opportunities to provide feedback and ask questions
- Recognition and appreciation

30.5.2 Coordinators shall provide guidance and support to volunteers.

30.5.3 Volunteers shall have access to debriefing or support after difficult workshops.

30.6 Volunteer Recognition

30.6.1 The Organisation values and celebrates volunteer contributions.

30.6.2 Recognition methods include:

- Certificates of appreciation (after 6 months of active service)
- Public acknowledgment on social media and website
- Volunteer appreciation events

- Reference letters for employment or further studies
- Opportunities for leadership and growth

30.7 Volunteer Performance

30.7.1 Volunteers are encouraged to fulfill their commitments reliably.

30.7.2 Performance concerns shall be addressed constructively.

30.7.3 Coordinators shall provide feedback and support for improvement.

30.7.4 Persistent performance issues may result in reassignment or termination.

30.8 Volunteer Safety and Well-Being

30.8.1 The Organisation is committed to volunteer safety and well-being.

30.8.2 Volunteers shall not be placed in unsafe situations.

30.8.3 Volunteers shall be provided with guidance on self-care and avoiding burnout.

30.8.4 Volunteers experiencing personal distress may take breaks or step back as needed.

31. PARTNERSHIPS AND COLLABORATIONS

31.1 Partnership Objectives

The Organisation seeks partnerships to:

31.1.1 Expand reach and impact

31.1.2 Access schools and learners

31.1.3 Enhance program quality through expert input

31.1.4 Secure resources and funding

31.1.5 Leverage complementary strengths

31.1.6 Build networks and alliances

31.2 Types of Partners

31.2.1 **Schools:** Primary partners for delivering workshops.

31.2.2 **Mental Health Organisations:** Partners like SADAG provide expertise and referral pathways.

31.2.3 **Educational Institutions:** Universities and colleges provide volunteers and research collaboration.

31.2.4 **Corporates:** Provide funding, resources, and expertise.

31.2.5 **Government Agencies:** Collaborate on policy advocacy and program scaling.

31.2.6 **Other NPOs:** Collaborate on complementary programs.

31.3 Partnership Criteria

Partners must:

31.3.1 Share the Organisation's commitment to youth mental health.

31.3.2 Operate ethically and transparently.

31.3.3 Have a good reputation.

31.3.4 Not compromise the Organisation's independence or mission.

31.4 Partnership Agreements

31.4.1 Significant partnerships shall be formalized through written agreements or Memoranda of Understanding (MOUs).

31.4.2 Agreements shall outline:

- Objectives and scope
- Roles and responsibilities
- Resources and contributions
- Duration and renewal
- Communication and reporting
- Termination provisions

31.4.3 Agreements shall be approved by the Board.

31.5 School Partnerships

31.5.1 Schools are invited to partner with the Organisation to host workshops.

31.5.2 The Organisation shall:

- Respect school policies and schedules
- Coordinate logistics in advance
- Provide professional, high-quality workshops
- Share feedback and impact reports

31.5.3 Schools are encouraged to:

- Provide appropriate venues
- Support workshop promotion to learners
- Facilitate follow-up support for learners

31.6 SADAG Partnership

31.6.1 The Organisation partners with SADAG to provide:

- Expert guidance on mental health content
- Referral pathways for learners in crisis
- Access to professional helplines and resources

31.6.2 SADAG contact information is shared in all workshops.

31.7 Monitoring Partnerships

31.7.1 Partnerships shall be reviewed regularly for effectiveness and alignment.

31.7.2 Partnerships not meeting expectations may be renegotiated or terminated.

32. PUBLIC BENEFIT ACTIVITIES

32.1 Public Benefit Status

The Organisation operates as a Public Benefit Organisation (PBO) and undertakes public benefit activities as defined by South African tax law.

32.2 Public Benefit Activities

The Organisation's activities are for public benefit because they:

32.2.1 Promote mental health awareness and education.

32.2.2 Provide services to economically disadvantaged youth.

32.2.3 Advance education and youth development.

32.2.4 Are provided free of charge.

32.2.5 Are accessible to the general public (through schools).

32.2.6 Are not intended for profit.

32.3 Compliance

32.3.1 The Organisation shall comply with all requirements for maintaining PBO status.

32.3.2 The Organisation shall not engage in activities that jeopardize its PBO status.

32.4 Tax Exemption

32.4.1 The Organisation shall apply for tax exemption under Section 18A and Section 10(1)(cN) of the Income Tax Act.

32.4.2 Once approved, the Organisation may issue Section 18A tax certificates to donors.

33. RECORDS AND DOCUMENT MANAGEMENT

33.1 Records to be Maintained

The Organisation shall maintain the following records:

33.1.1 Constitution and amendments

33.1.2 Minutes of all Board and general meetings

33.1.3 Register of directors

33.1.4 Register of members and volunteers

33.1.5 Financial records and statements

33.1.6 Annual reports

33.1.7 Funding agreements and donor reports

33.1.8 Partnership agreements

33.1.9 Policies and procedures

33.1.10 Compliance documents (NPO and NPC certificates, tax exemptions)

33.1.11 Asset register

33.1.12 Correspondence and communications

33.1.13 Workshop reports and evaluations

33.2 Custody of Records

33.2.1 The Secretary is responsible for maintaining organisational records.

33.2.2 Financial records are maintained by the Treasurer or designated person.

33.2.3 Records shall be stored securely, with backups where appropriate.

33.3 Retention Period

33.3.1 Financial records: Minimum 7 years

33.3.2 Constitutional documents: Permanent

33.3.3 Minutes: Permanent

33.3.4 Compliance documents: Permanent

33.3.5 Other records: At least 5 years or as required by law

33.4 Access to Records

33.4.1 Board members have full access to organisational records.

33.4.2 Volunteers may access records relevant to their roles.

33.4.3 External parties may request access, subject to Board approval and confidentiality considerations.

33.4.4 The Organisation shall comply with PAIA (Promotion of Access to Information Act) requests.

33.5 Electronic Records

33.5.1 Electronic records are considered valid and equivalent to physical records.

33.5.2 Electronic records shall be backed up regularly.

33.5.3 Electronic records shall be protected with appropriate security measures.

34. OFFICIAL COMMUNICATION

34.1 Correspondence Address

34.1.1 The Organisation does not maintain a physical office space and operates primarily through virtual and online platforms.

34.2 Official correspondence may be sent to:

Email: volunteering@ofentseyouthwellness.org

34.3 Notice Requirements

34.3.1 Notices to members, volunteers, or directors may be given:

- By email to the last known email address
- Through publication on the Organisation's website or social media (for general notices)

34.3.2 Notices sent by post are deemed received 7 days after posting.

34.3.3 Notices sent by email are deemed received on the date sent.

34.4 Official Communications

34.4.1 Official statements and communications on behalf of the Organisation must be authorized by the Board.

34.4.2 The Chairperson is the primary spokesperson unless the Board designates otherwise.

34.5 Website and Social Media

34.5.1 The Organisation maintains a website at: www.ofentseyouthwellness.org

34.5.2 The Organisation maintains social media accounts for communication and awareness.

34.5.3 All online content shall be consistent with the Organisation's mission and values.

35. AMENDMENT OF CONSTITUTION

35.1 Authority to Amend

This Constitution may be amended by a resolution passed at a general meeting.

35.2 Proposal of Amendments

35.2.1 Amendments may be proposed by:

- The Board
- At least 10% of active volunteers

35.2.2 Proposed amendments must be submitted in writing to the Board at least 30 days before the meeting.

35.3 Notice of Amendment

35.3.1 Notice of the proposed amendment must be given to all members and volunteers at least 21 days before the meeting. 35.3.2 The notice must include:

- The exact wording of the proposed amendment
- The reason for the amendment
- The implications of the amendment

35.4 Voting Threshold

35.4.1 Amendments require a **two-thirds (66.67%) majority** of votes cast at the meeting.

35.4.2 A quorum must be present for the vote to be valid.

35.5 Amendments Affecting Core Objectives

35.5.1 Amendments that fundamentally change the Organisation's objectives or mission require special consideration.

35.5.2 The Board must provide detailed justification for such amendments.

35.6 Registration of Amendments

35.6.1 All constitutional amendments must be submitted to the CIPC within the prescribed timeframe.

35.6.2 Amendments become effective upon registration with the CIPC, unless otherwise specified in the resolution.

35.7 Amendment Record

35.7.1 All amendments shall be recorded in an Amendment Register.

35.7.2 The amended Constitution shall be made available to members and published on the website.

36. DISSOLUTION AND WINDING UP

36.1 Circumstances for Dissolution

The Organisation may be dissolved if:

36.1.1 A resolution for dissolution is passed at a general meeting.

36.1.2 The Organisation is unable to fulfill its objectives.

36.1.3 The Organisation is insolvent and unable to pay its debts.

36.1.4 It is in the best interests of the beneficiaries.

36.1.5 Required by law or court order.

36.2 Resolution for Dissolution

36.2.1 A resolution to dissolve the Organisation must be proposed at a general meeting.

36.2.2 At least 30 days' notice must be given to all members and volunteers.

36.2.3 The notice must clearly state the intention to dissolve and the reasons.

36.2.4 A **three-quarters (75%) majority** of votes cast is required for dissolution.

36.3 Winding Up Process

Upon dissolution, the Board shall:

36.3.1 Appoint a liquidator or winding-up committee.

36.3.2 Settle all debts and liabilities.

36.3.3 Collect all amounts owed to the Organisation.

36.3.4 Dispose of assets in accordance with Clause 37.

36.3.5 Prepare final financial statements and reports.

36.3.6 Notify the CIPC, NPO Directorate, and SARS.

36.3.7 Complete all regulatory deregistration processes.

36.4 Duration of Winding Up

The winding-up process should be completed as expeditiously as possible, typically within 12 months.

36.5 Final Reporting

36.5.1 A final report shall be prepared detailing:

- Reason for dissolution
- Assets and liabilities
- Distribution of surplus assets
- Compliance with legal requirements

36.5.2 The final report shall be presented to members and submitted to regulatory authorities.

37. SURPLUS ASSETS ON DISSOLUTION

37.1 Non-Distribution to Members

Upon dissolution, no assets or funds shall be distributed to members, directors, or any private individuals.

37.2 Distribution of Surplus Assets

37.2.1 After settling all debts and liabilities, any remaining assets shall be transferred to one or more organisations that:

- Are registered as Public Benefit Organisations or Non-Profit Organisations
- Have similar objectives to Ofentse Youth Wellness
- Focus on youth development, mental health, or education
- Are tax-exempt

37.2.2 The receiving organisation(s) shall be determined by resolution of members at the dissolution meeting.

37.2.3 If no suitable organisation is identified by members, the Board or liquidator shall select an appropriate recipient.

37.3 Preference for Similar Organisations

Preference shall be given to organisations working in youth mental health awareness in South Africa.

37.4 Compliance with Tax Requirements

37.4.1 Distribution of assets must comply with requirements for maintaining the Organisation's tax-exempt status.

37.4.2 Assets may not be transferred to organisations that do not qualify as public benefit organisations.

37.5 Documentation

37.5.1 All asset transfers shall be properly documented.

37.5.2 Receiving organisations shall provide written acceptance.

37.5.3 Documentation shall be submitted to SARS and other relevant authorities.

38. INTERPRETATION AND SEVERABILITY

38.1 Interpretation

38.1.1 In interpreting this Constitution:

- The Organisation's mission and objectives shall guide interpretation
- The spirit and intention of provisions shall prevail over strict literal interpretation
- Reasonable and practical interpretations shall be preferred
- Consistency with applicable laws shall be maintained

38.1.2 Headings and subheadings are for convenience only and do not affect interpretation.

38.1.3 References to South African laws include amendments and successor legislation.

38.2 Governing Law

This Constitution is governed by the laws of the Republic of South Africa.

38.3 Severability

38.3.1 If any provision of this Constitution is found to be invalid, illegal, or unenforceable, that provision shall be severed.

38.3.2 The remaining provisions shall continue in full force and effect.

38.3.3 The invalid provision shall be replaced with a valid provision that achieves the same objective, to the extent possible.

38.4 Precedence

38.4.1 This Constitution takes precedence over all other organisational policies and procedures.

38.4.2 In case of conflict between this Constitution and organisational policies, this Constitution prevails.

38.4.3 This Constitution is subject to the Companies Act and other applicable South African laws.

38.5 Disputes about Interpretation

38.5.1 Disputes regarding interpretation of this Constitution shall be referred to the Board.

38.5.2 The Board's interpretation may be challenged at a general meeting.

38.5.3 The decision of a general meeting on interpretation is final.

39. TRANSITIONAL PROVISIONS

39.1 First Board of Directors

39.1.1 The initial Board of Directors consists of the founding members as appointed by the Founders.

39.1.2 The initial Board shall serve until the first AGM, at which elections may be held if required.

39.2 First Financial Year

The first financial year shall commence on the date of NPC registration and end on 31 December of the same year.

39.3 Initial Membership

39.3.1 All persons actively volunteering with the Organisation at the time of constitutional adoption shall be deemed members/volunteers.

39.3.2 They shall be required to sign the Volunteer Agreement within 30 days.

39.4 First AGM

39.4.1 The first AGM shall be held within 18 months of registration.

39.4.2 The first AGM may be extended to 24 months with approval from the Companies Tribunal if necessary.

39.5 Existing Policies

39.5.1 Policies and procedures in place at the time of constitutional adoption shall remain in effect until reviewed and updated by the Board.

39.5.2 The Board shall review all policies within 12 months of adoption of this Constitution.

39.6 Transitional Period

39.6.1 A transitional period of 12 months is allowed for full implementation of all constitutional provisions.

39.6.2 During this period, the Board may operate with flexibility to establish required systems and structures.

40. RATIFICATION AND COMMENCEMENT

40.1 Adoption

40.1.1 This Constitution was adopted by the founding members of Ofentse Youth Wellness on **03 June 2025**.

40.1.2 This Constitution replaces and supersedes any previous governing documents.

40.2 Commencement

This Constitution comes into effect on the date of adoption and registration with the Companies and Intellectual Property Commission.

40.3 Binding Effect

This Constitution is binding on all members, volunteers, directors, and the Organisation itself.

40.4 Acknowledgment

All members and volunteers acknowledge having read, understood, and agreed to abide by this Constitution.

END OF CONSTITUTION

Total Pages: 40