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**CONSTITUTION  
OF THE SOUTH  
AFRICAN  
EMPLOYERS FOR  
DISABILITY (SAE4D)**

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## 1. PRE-AMBLE

Recognising the inherent worth of all South Africans under a constitutional democracy and the Bill of Rights...

Acknowledging the discrimination suffered by many South Africans under Apartheid...

Recognising the particular prejudices and discrimination suffered by members of the disabled community...

Recalling the moral, constitutional and legal requirements to empower members of the disabled community to become equal members of society...

Acknowledging the fact that too many people with disabilities are not equal participants and contributors in the workplace...

NOW THEREFORE, the founding members of this organisation, the South African Employers for Disability ("SAE4D"), as concerned employers, have come together to invigorate a new spirit of inclusivity in the workplace where the inherent worth of people with disabilities is recognised and a firm commitment is made to empowering them to be equal members of society and, in particular, equal participants and contributors in the workplace.

## 2. NAME

The organisation shall be known as The South African Employers for Disability ("SAE4D") Forum, hereinafter referred to as the "Forum".

### 3. GENERAL PROVISIONS AND DEFINITIONS

In this Constitution, unless inconsistent with the context:

- a) Words referring to the singular shall include the plural and vice versa.
- b) "Majority" shall mean 50%+ 1 of members.
- c) Words referring to a "gender" shall include both male and female
- d) Member shall refer to a member in good standing with all dues having been duly paid.
- e) In any matter for in which the Constitution does not make provision, or makes inadequate provision or where there is no unanimity in the interpretation of the Constitution, a decision by a two-thirds (2/3) majority of an AGM or Special General Meeting will be accepted as the correct interpretation until such time as the Constitution is amended accordingly.

### 4. LEGAL STATUS

The Forum is an Association Not for Gain, and has the rights and duties of an association under law, including the right to bring and defend legal actions in its own name. The Forum is an association incorporated under Section 21 of the Companies Act No 61 of 1973.

### 5. VISION

Enabling disability confidence in the workplace.

### 6. MISSION

Help employers create an enabling environment to employ people with disabilities, and to ensure that they suffer no discrimination and are integrated in the human resources strategy and practices of companies.

## 7. OBJECTIVES

- a) To formulate strategies aimed at assisting employers to incorporate people with disabilities in the workplace.
- b) To identify, and formulate policies and strategies to combat, the physical, social and other barriers which discriminate against, or otherwise prevent the incorporation of, people with disabilities in the workplace.
- c) To facilitate best practices aimed at the recruitment of people with disabilities in the workplace.
- d) To engage with all relevant stakeholders regarding issues pertaining to the employment of people with disabilities, including where necessary, constructively influencing public policy and public debate.

## 8. MEMBERSHIP

- a) Any South African employer who subscribes to the principles of the SAE4D as incorporated in this Constitution and the Charter of the SAE4D, and pays the requisite membership fee, is eligible on application to the Executive Committee to become a member of SAE4D.
- b) The Executive Committee, in its sole and exclusive discretion, has the authority to admit new members to the SAE4D.
- c) The founding members are those employers, duly represented, who are the signatories to the SAE4D.
- d) Any employers' associations and any organisation which subscribes to the principles of the SAE4D may become an Associate Member by application to, or invitation by, the Executive Committee, subject to fulfilling requirements as specified by the Executive Committee, from time to time.

## 9. SUBSCRIPTIONS AND FEES

- a) The Annual Membership fee shall be determined by the Executive Committee and shall be effective from the first (1st) day of January of each year.
- b) The Executive Committee may levy special fees as it deems appropriate.
- c) The Executive Committee may levy such other fees as it deems appropriate.

## 10. CHARTER OF THE SAE4D

All members are bound by this Constitution and Charter and are expected to abide thereby at all times. Any member who fails to abide by the principles enunciated in this Constitution and Charter may be suspended from the SAE4D, until such time as the Executive Committee is satisfied that any misconduct has been remedied.

## 11. THE EXECUTIVE COMMITTEE ("EXCO")

- a) The affairs of the Forum shall be managed by an EXCO, consisting of members of the Forum who have been nominated and elected at an Annual General Meeting ("AGM"), or by Round Robin, subject to approval at the next AGM.
- b) The EXCO shall consist of the following portfolios or officers:
  - i. Chairman
  - ii. Vice Chairman
  - iii. Treasurer
  - iv. Secretary
  - v. Additional members (limited to 3)
- c) The EXCO's term of Office
  - i. The EXCO shall be elected to serve a term of three (3) years, subject to an annual review by the members at an AGM.
  - ii. Any member of the EXCO may be re-elected for a maximum two (2) consecutive terms.
- d) Powers and Functions of the EXCO
  - i. In managing the affairs of the Forum, the EXCO shall be entitled to exercise all the powers of the Forum, except such powers as expressly reserved by the provisions of this Constitution to the Forum members in a General Meeting.
  - ii. As the highest authoritative body of the Forum, the EXCO shall have the following functions:
    1. To establish the standards, guidelines and policies to be followed in executing the aims and objectives of the Forum, as set forth in this Constitution;
    2. To execute mandates or resolutions agreed upon for implementation at an AGM or special meeting of the members.

3. To amend and/or repeal any decision of any office bearer if such decision is contrary to the policies of the Forum;
4. To admit new members and terminate the membership of existing members with just cause.
5. To waive or grant indulgences, on good cause shown, to any limits prescribed by this constitution, subject to approval by members at a general meeting;
6. To establish annually, the fees, dues and other sources of revenue required to defray operating expenses;
7. To appoint any standing committees or tasks teams, as and when they may be necessary;
8. To open, close and operate banking facilities consistent with the requirements of the Forum;
9. To acquire, hold, possess, control and dispose of funds in line with the Forum's objectives and policies;
10. To invest funds in the name of the Forum with a financial institution, as defined in Section 1 of the Financial Institutions (Investments of Funds) Act No. 39 of 1984;
11. To appoint office bearers responsible for the operational, financial, administrative and other aspects of the performance of the Forum;
12. To appoint auditors, legal advisors and other consultants as and when it deems appropriate;
13. To ensure proper accounting procedures and sound corporate governance standards are adopted and observed by the Forum;
14. To delegate its authority, as and when it deems appropriate, to appropriate representatives and standing committees, provided that adequate checks and controls are maintained, and the representatives and standing committees remain accountable to the EXCO. The EXCO shall at all times remain responsible for supervising the activities of such representatives and committees.
15. To accept donations and legacies and raise funds on behalf of the Forum; and
16. To execute any legal act on behalf of the Forum, thus doing all that is necessary for the fulfillment of the objectives of the

Forum, provided that such act is not contrary to the constitution.

- e) Vacancies
  - i. The EXCO shall fill vacancies should any of the office bearers in section 11b cease to hold office during their elected term, for whatsoever reason.
  - ii. Any appointments under Section 11 above, shall be reported, in writing, by the EXCO to the members within fourteen (14) days of such appointments, and is subject to ratification at the next AGM.

## 12. DUTIES AND RESPONSIBILITIES OF OFFICERS

- a) Chairman
  - i. To preside at all meetings of the EXCO, Special General Meetings and AGMs;
  - ii. To conduct the meetings in accordance with the provisions of this Constitution as set out in Section 16;
  - iii. To present an Annual Report to the Annual General Meeting;
  - iv. To sign the Minutes of meetings of the EXCO, Special General Meetings and Annual General Meetings;
  - v. To initiate and develop activities of the EXCO;
  - vi. To represent the Forum at all official functions;
  - vii. To supervise the affairs and administration of the Forum and the duties of those appointed to office;
  - viii. To appoint any EXCO member to act as Chairman in their absence;
  - ix. To sign all binding documentation on behalf of the Forum, together with any other EXCO member, with the approval of the EXCO;
  - x. To approve the appointment of all standing and ad hoc committees;
  - xi. To lobby key stakeholders at strategic levels;
  - xii. To provide strategic input;
  - xiii. To perform such other duties as may reasonably be required by the Forum.



- b) Secretary
  - i. To maintain all official records of the Forum;
  - ii. To ensure the publication of all official reports, notices and promotional material;
  - iii. To issue membership and registration renewal notices and accounts;
  - iv. To issue all correspondence to persons and bodies outside the Forum;
  - v. To receive all correspondence;
  - vi. To table correspondence at EXCO meetings; and
  - vii. To send out notices and minutes of all meetings of EXCO, Special General Meetings and AGMs.
  
- c) Treasurer
  - i. To be the primary custodian of all funds / securities, of whatever nature, which are the property of the Forum and provide confirmation thereof to EXCO;
  - ii. To compile and present an annual budget to EXCO for approval;
  - iii. To collect all dues authorised by the Forum and levies as per EXCO;
  - iv. To supervise the financial affairs of the Forum, in accordance with the budget;
  - v. To ensure that adequate accounting records of the Forum are kept and audited annually by external auditors appointed by EXCO;
  - vi. To present monthly financial reports to EXCO;
  - vii. To present Annual Financial Statements to the AGM;
  - viii. To act in all financial matters, wherein an authorised signature is required, on behalf of the Forum; and
  - ix. To perform such other duties as may reasonably be required by EXCO.

### 13. DISMISSAL OF EXCO MEMBERS

The EXCO has the power to suspend or dismiss EXCO members for valid reasons or for misconduct such as abuse of funds, failure to attend more than three (3) consecutive meetings, failure to perform their role. Such decisions must be ratified by a quorum at an AGM and/or Special Meeting.

## 14. DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for executing the directives of the members and for the overall implementation of the Forum's aims.

The Executive Committee is authorised by the members to perform the following:

- a) To manage the day to day affairs of the Forum;
- b) To supervise the activities of the personnel and standing committees of the Forum;
- c) To formulate and advise on strategy for the Forum;
- d) To implement the strategic plan once approved for the Forum
- e) To appoint human resources (including consultants) who will be responsible for the execution of the strategy, projects and programmes
- f) To manage the human resource requirements of the Forum;
- g) To ensure the required controls are implemented in respect of financial matters and observance of sound corporate governance practices;
- h) To report annually at an AGM on the working of the Forum, its financial position, material issues arising and such other matters
- i) To supervise the activities of auditors, legal advisors and other consultants; and
- j) To perform such ancillary activities for the efficient and effective running of the Forum.

## 15. STANDING AND AD-HOC COMMITTEES

- a. Where needed, the EXCO shall, with the approval of the Chairman, establish standing and ad - hoc committees. Committees shall have at least one EXCO member.
- b. The Chairmen of the ad-hoc committees will report to the Chairman of the SAE4D who has overall supervisory authority over all ad-hoc committees.
- c. The EXCO member responsible for the portfolio is responsible for presenting the status of the committee actions to the EXCO.
- d. The Chairman may establish ad hoc committees for the purpose of administering the goals and objectives of the Forum and may appoint a

member of the Forum to act as chairperson of any such committee. Ad hoc committees shall dissolve upon the completion of their stated purpose, or upon dissolution by the EXCO.

## 16. MEETINGS

- a) EXCO meetings
  - i. The EXCO shall meet every month, at which meeting each EXCO member shall have one vote, with the Chairman having a casting vote should the need arise.
  - ii. A quorum shall consist of 50% (fifty percent) of the EXCO members and decisions shall be taken by majority vote. If such quorum is not present within one hour of the appointed time for the meeting, the meeting shall adjourn to a time and place agreed upon and each EXCO member shall be notified thereof. At such adjourned meeting, the EXCO members present shall constitute a quorum.
  - iii. No member of EXCO shall be represented by a proxy.
  
- b) Annual General Meeting ("AGM")
  - i. There shall be an AGM at which:
  - ii. The EXCO shall be elected;
  - iii. The Annual Report and the Annual Financial Statements shall be considered; and
  - iv. Any other business shall be considered, at the discretion of the Chairman.
  - v. The AGM shall be convened by the EXCO and the Secretary shall ensure that all members are notified of the AGM at least twenty one (21) days in advance.
  - vi. The AGM shall be convened no later than nine (9) months after the end of the financial year but within fifteen (15) months of the preceding AGM.
  - vii. A quorum shall consist of the Forum members in person or by proxy. A simple majority vote, unless otherwise provided for in the motion, shall be sufficient to carry any motion. All votes, other than those for elective office, shall be taken by voice vote unless the motion requires a vote by secret written ballot, in which case the vote shall be taken by secret written ballot.

- viii. The election of EXCO shall be held by secret written ballot; provided, the election of any unopposed candidate may be by voice vote.

c) Special General Meetings

- i. The EXCO may, whenever they deem it necessary, convene a Special General Meeting;
- ii. The EXCO shall be obliged to convene a Special General Meeting on the written requisition, handed to the Chairman or the Secretary, of one hundred (100) members or members representative of 5% (five percent) of the general voting rights at an AGM.
- iii. Notice of at least twenty eight (28) days shall be given to EXCO by the person requisitioning the Special General Meeting, which specifies the matters to be considered at such meeting.
- iv. The quorum at the meeting shall consist of the Forum members in person, or by proxy. If a quorum is not present, such meeting shall adjourn to a time and place agreed upon and each Forum member shall be notified thereof. At such adjourned meeting, the Forum members present shall constitute a quorum.
- v. A simple majority vote shall be sufficient to carry any motion.

## 17. PROXIES

- a. Any Forum member not able to attend a Special General Meeting or an AGM may give her proxy to any other member in good standing to vote in her stead.
- b. Such proxy shall be in writing and shall specify the name of the member holding the proxy and whether such proxy is for a specific matter or in general.
- c. Such written proxy shall be handed to the Secretary or Chairman before the commencement of the meeting to which the matter refers.

## 18. AFFILIATIONS AND AMALGAMATION

With the approval of not less than three - fourths (3/4) of members, who are present in person or by proxy at a Special General Meeting, duly convened and constituted for that purpose, the Forum may:

- iv. Affiliate to,
- v. Amalgamate with,
- vi. Incorporate with,
- vii. Join in with

other bodies in the Republic or elsewhere in Africa, provided that these bodies have objectives similar to those of the Forum.

## 19. LIABILITY

- a. The Forum shall be liable for any action instituted by or against it, and no member of the Forum shall be personally liable for any debts or obligations of which they incurred in performance of their duties, as stipulated in this constitution, unless such a member has committed an illegal act as defined by the relevant South African legislation.
- b. The liability of a member is limited to the payment of any outstanding fees, subscriptions and contributions and settlement of any other debts to the Forum, which she may have incurred.

## 20. AMENDMENTS TO THE CONSTITUTION

- a. The Constitution may be amended at an AGM or Special General Meeting provided that:
  - viii. At least thirty (30) days' notice of the proposed amendments has been given in writing to the Secretary;
  - ix. A copy of such notice has been sent to each member at least twenty one (21) days before the date of the relevant meeting; and
  - x. Such proposed amendment is passed by two thirds (2/3) of the votes cast by members, including written proxies.
- b. Amendments may be proposed by any member to the EXCO and shall be submitted to the Forum, either on order by the EXCO, or by petition signed by five (5) Forum members.

- c. Amendments shall take effect immediately upon approval, unless otherwise stated in the amendment.

## 21. DISSOLUTION

- a. The Forum may be dissolved by a resolution passed by not less than two thirds (2/3) of the votes of the members, including proxies, at a Special General Meeting duly convened for the purpose.
- b. If, upon dissolution of the Forum, there remain any assets after the satisfaction of all its liabilities, such assets shall be transferred to another non-profit organisation, which has objectives similar to the main objectives of the Forum. Such organisation shall be decided either by the Forum members at the Special General Meeting at which it was decided to dissolve the Forum, or failing such, determination by the court

## 22. ADOPTION OF CONSTITUTION

The adoption of this Constitution, as amended, to be approved at the next AGM by members of the Forum.