

# St. John's Care Center

## Constitution

St. John's Mission  
P.O. Box 1321  
1300 Barberton

### **1. PREAMBLE**

St. John's Care Center is a palliative care facility committed to improving the quality of life for persons for who cure is not achievable. We offer home based care, in particular, too advanced AIDS patients who are in-need of a place to stay. Valuing a Christian-holistic approach to life, we are motivated to enabling each person to die with dignity, accepted, loved and in peace. Through Education for Life - a behavioral change process, which includes AIDS awareness and through exhibiting home based care, we are dedicated to halting the spread of HIV/AIDS: among our people.

- 1.1** The name of the facility is St. John's Care Center, referred to as "The Center".
- 1.2** The Center operates on the premises of St. John's Mission, Barberton - which is owned by the Catholic Diocese of Witbank. It is administered and staffed, in part, by the School Sisters of St. Francis.
- 1.3** The Center operates and exists for the people of the Barberton/Nelspruit Health District; in the Catholic Christian Tradition, it is open to all people regardless of race, creed or sex.
- 1.4** The members or office bearers shall have no rights in the property or other assets of the Center solely by virtue of their being the office bearers.
- 1.5** The Center's financial year shall end on 31<sup>ST</sup> of March.
- 1.6** The Center itself and the office bearers of the Center shall not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office bearers are performing functions for and or on behalf of the Center.
- 1.7** The Center is established not for gain, and is and shall continue to have legal personality distinct from its members who shall have no right to the assets of the Center.
- 1.8** The Center may sue or be sued in its own name.

**1.9** As a non-profit organization, the Center relies on God at work through the goodness of people; it accepts donations, contributions and subsidies and sponsors fund raisers to support it's work.

**2. OBJECT OF THE CENTER** The object of St. John's Care Center is to care for persons with advanced AIDS, to exhibit home based care and to educate the community about HIV/AIDS based on a behavior change process.

### **3. AIM OF THE CENTER**

- To provide home based care for destitute, abandoned and rejected PWA'S or whose families are unable to care for them.
- To alleviate the crowded hospital units by operating as a palliative care center.
- To support the PWA in the dying process.
- To offer comfort, support and counseling to the family members or significant others.
- Through these means we enable the person to experience God's love FOR and acceptance OF them and His compassion visible through His people - WE ARE HERE WITH GOD FOR YOU.
- Above all, using the behavioral change process, we aim to prevent the further spread of the virus.
- To raise and receive funds and donations in order to achieve these above aims and objectives.

### **4. RIGHTS AND DUTIES**

**4.1** The Center reserves the right to accept only those terminally ill persons referred by the Hospital Social Worker or the District Medical Officer.

**4.2** Persons with full-blown AIDS, who are destitute, abandoned, rejected or whose families are unable to care for them will be shown priority.

**4.3** The Center shall keep proper books of accounts and records of all assets, liabilities and transactions entered into by the Center; and it shall ensure honest and accountable administration.

**4.4** At a General Meeting the Center may confer the status of 'PATRON' at the discretion of the Executive Committee, upon those persons or body which has made or undertaken to make considerable material contributions to the Center. The Executive Committee shall have the power to stipulate conditions to any such appointment and amend such appointments as deems appropriate.

**4.5** The Center shall be obliged to spend at least 75% of its income (including donations) in the furtherance of its objects within a twelve month period reckoned from the end of the financial year during which such income is accrued, provided that where funds are to be accumulated for specific capital projects, the permission of the Receiver of Revenue may be obtained.

- 4.6** The Center shall not accept donations which are unilaterally recoverable at the insistence of a donor, or which seek to impose any conditions that are inconsistent with the Catholic Christian ethos.
- 4.7** The affairs of the Center are to be administered in such manner as to preclude any Granter or Donor from deriving commercial or financial advantage from donations.
- 4.8** The Center may not make loans to any individual or organization. It may invest cash resources only with Financial Institutions as defined in Sec. 1 of the Financial Institutions (Investment of Funds) Act, 1984.
- 4.9** The Executive Committee shall ensure that all monies of the Center upon receipt thereof, be deposited in a suitable account in the name of St. Jon's Care Center, with a Bank or other registered "Financial Institution" defined as aforesaid.
- 4.10** The Capital and income of the Center shall be applied solely towards the promotion of its stated objects and purposes, opening and operating an account at a reputable bank under the signatures of at least two authorized persons. If funds are available, the Center may employ, pay and indemnify health providers, educational and administrative staff and those engaged in maintaining the Center.

## **5. EXECUTIVE COMMITTEE**

### **COMPOSITION, TERM OF OFFICE, FUNCTION:**

- 5.1** The Center shall be governed by an Executive Committee consisting of:
- 5.1.1 FOUNDATION MEMBERS :** namely, the Diocese of Witbank represented by a duly appointed representative of the Bishop of Witbank and the School Sister of St. Francis, represented by the administrator of St. John's Mission. These representatives are appointed for a period of five to seven years or when a transfer of religious personnel takes place.
- 5.1.2 ORDINARY MEMBERS :** are appointed by the Foundation Members for a term of two years, eligible for reappointment of not more than six consecutive years.
- a)** the District Medical Officer and/or a physician affiliated with the Center
  - b)** A Social Worker of the Barberton area, preferably but not necessarily of the Barberton Hospital.
- 5.1.3 EX-OFFICIO MEMBERS :** with voting power, whose duties shall be decided on by members of Executive Committee
- a)** Director of the Center
  - b)** Two members of the local community. These are appointed by the above mentioned members and serve a two year term, eligible for re-appointment of not more that six consecutive years.
- 5.1.4 At their first meeting** the members of the Executive Committee shall elect a Chairperson, Vice Chairperson, Secretary/Treasurer

- a) The Chairperson shall preside at the General and Executive Meetings; in his/her absence the Vice-Chairperson shall do so.
- b) The Vice-Chairperson chairs any other sub-committee that may be established.
- c) The Secretary shall keep proper records of all minutes of the Executive and General Meetings and tend to all necessary correspondence pertaining to the Center.
- d) The Treasurer shall keep proper record and manages all financial documents, submit a statement of the Center's financial affairs to the Executive Committee on or prior to its meeting.
- e) The Executive Committee will nominate and appoint Co-Opted Members.

**5.1.5 CO-OPTED MEMBERS** are non-voting members, not part of the Executive Committee and whose duties are determined by the Executive Committee. They are Professionals/Non professionals who shall serve the Center on a voluntary basis, as advisors, assisting in-patient care, organizing fundraisers, developing community awareness programs and involving the community in the activities of the Center. These members are nominated and chosen annually by the Executive Committee and their number is not to exceed seven.

## **6. EXECUTIVE COMMITTEE MEETINGS**

The procedure to be adopted at the meetings of the Executive Committee shall be at the discretion of the Chair provided that:

- 6.1** Reasonable notice shall be given of all meetings of the Executive Committee; such notices shall be in writing or in such a manner as appropriate.
- 6.2** A quorum shall be reached, at all duly convened meetings of the Executive Committee, if at least FOUR members are present.
- 6.3** Each member present shall have one (1) vote. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 6.4** Proper Minutes are kept of all meetings of the Center and the Executive Committee. The Executive Committee meets at least six (6) times a year.
- 6.5** The Executive Committee may resolve to delegate, to a sub-committee, or to one or more of its members, any of its powers, as it may consider necessary and appropriate.
- 6.6** A "Round Robin Resolution" signed by ALL Executive Members, shall have the same effect as a Resolution passed at a meeting.

## **7. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

**The Executive Committee shall:**

- 7.1 Secure that a Catholic Christian ethos is maintained at all times and that the Object and Aim of the Center are enfolded in the care of its patients. In the management of business and is reflected in the decisions it makes in regard to the functioning of the Center.
- 7.2 Provide an efficient and economical reporting mechanism.
- 7.3 Receives and administers funds for the Center with agreed protocol.
- 7.4 Keep proper accounting records and prepare financial statements.
- 7.5 Appoint an Auditor for the Center as it sees necessary.
- 7.6 Nominate and appoint co-opted Member; determine their duties.
- 7.7 Enter into agreements on behalf of the Center.

## **8. GENERAL MEETINGS**

General Meetings shall be held as the need may arise; an Annual General Meeting shall be held within three (3) months of the end of each financial year. At the AGM the previous year's financial statement is considered, the appointment of an Auditor is confirmed and other matters are dealt with that are deemed appropriate.

## **9. AMENDMENT OF THE CONSTITUTION**

The Constitution may be amended by a resolution passed by two thirds of the members of the Executive Committee only after a Special General Meeting is held of all members. Notification of the meeting must be given fifteen days prior and shall have set out the proposed amendments and the reasons for the proposal. The amended Constitution shall be submitted to the NPO Directorate of the National Department of Social Development.

## **10. DISSOLUTION OF THE CENTER**

The Center may be dissolved by a special resolution submitted and approved by the Foundation Members; voted upon and passed by no less than two thirds of the Executive Members. A Special General Meeting must be announced fifteen days prior to the meeting and the proposal and reasons for the proposal must be set out at the time.

- 10.1 If upon the dissolution of the Center there remains after the satisfaction of its debts and commitments, any moneys whatsoever, the same shall not be paid or distributed among the Members, but shall be transferred by donation or otherwise, to some other Catholic Health Care Center not for Gain registered in terms of Section 21 of the Companies Act. p p 1973 (Act. No. 61 if 1973) having abject inclusive of or similar to those of the Center as may be.

- 10.2** Any such net assets as may have been derived from contributions receivable by the Center shall upon its winding up, or dissolution as aforesaid, be likewise given or transferred as herein before contemplated in favor a Catholic Health Care Center, providing palliative care to HIV/AIDS terminal patients, or other institution as may be entitled to receive such contribution at the relevant time.
- 10.3** Any such net assets as may have derived from contributions which were exempted from income tax, and/or donations tax, and/or estate duty in the hands of the Center in consequence of the provisions of the Income Tax Act, 1962 (Act. No 58 of 1962) shall upon the winding-up, or dissolution of the Center be given or transferred as aforesaid, only in favor of a Catholic Health Care Center or other institution, as may be similarly exempt from income tax and/or donations tax and/or estate duty in terms of the provisions of the Income Tax Act, 1962.
- 10.4** If the Center is exempted from Liability for Income Tax, and Donations Tax, no amendment to this Constitution shall be of force or effect, until it has been formally approved in writing by the Commissioner for Inland Revenue.

SIGNED AT BARBERTON ON THE 1<sup>ST</sup> OF JUNE 2009.

CHAIRPERSON

SECRETARY