

Constitution

1. Name

The name of the structure shall be the Mentoring Resource Network (hereafter abbreviated as MRN).

2. Mission Statement

MRN is to serve as a coalition of mentoring NGO's working towards building sustainable and effective HIV/AIDS and related NGO's and CBO's through a process of mentoring and capacity building in South Africa.

3. Aims and Objectives

- 3.1 To develop and disseminate and update standardized training materials as a core curriculum for network members.
- 3.2 To provide a forum to bring together all affiliated and involved Mentoring NGOs to share information, provide support, share best practice models and provide supportive training
- 3.3 To develop and facilitate sustainable funding relations between donors and the network

To collectively seek funding from National and International Donors for affiliated mentoring NGO's as well as for the NGO's or CBO's being mentored.
- 3.4 To ensure the sustainability of Mentored CBOs through necessary support and guidance, as specified in the contract between the mentoring NGO and the NGO or CBO being mentored.
- 3.5 To assist in establishing partnerships between members NGO's/CBO's with government departments.
- 3.6 To develop a database of organisations working in mentoring and building capacity of NGO's and CBO's with emphasis on HIV/AIDS related programmes.
- 3.7 To maintain a directory of mentored NGO's and CBO's.
- 3.8 To foster linkages with organisations and networks that share similar objectives and core business.

4. Status

- 4.1 The Network shall be a registered Organisation (NPO) with legal perpetual power, apart from its members, to acquire, hold and alienate property, enter into agreements and do all necessary activities to carry out and achieve its aims and objectives, defend its members, property and reputation.
- 4.2 Guaranteed income sources for 2004

At present we have signed a contract with the Department of Health, this is to provide funds for some of the ongoing running cost of the MRN, and to help the MRN to support funded Mentoring NGO's, but does not include funds for the MRN to initiate mentoring in the provinces. In addition there is an existing relationship with DFID/UK (funded the first printing of the toolbox).

As a partnership between the MRN and the Netherlands Embassy for the year 2004, it is hoped that this partnership will continue into 2005, as the relationship with the 27 grass root CBO's grows.

5. Membership

- 5.1 Membership to the Network shall be open to all HIV/AIDS Mentoring NGOs that satisfy the minimum standards as set by the MRN. (Minimum standards - Appendix A).
- 5.2 All membership subscription set by the members of the MRN shall be payable annually by all the members.

6. Duties and Functions of members

The duties and functions of Network members shall be;

- 6.1 To ensure adequate consultation and communication between members in the provinces and the Network.
- 6.2 To act in accountable and responsible manner in the best interest of the network.
- 6.3 To support the aims and objectives of the Network.
- 6.4 To strengthen the partnership between the Network and its partners eg: National Department of Health, Private sector and Tertiary Institutions.
- 6.5 To give inputs into the policy formulation of the Network.

7. Management

The Network shall be managed by the Executive Committee of 7 members; comprises as follows:

- 7.1 The Chairperson: who is a member of the Network.
- 7.2 The General Secretary: who is a member of the Network.
- 7.3 The Deputy-Secretary: who is a member of the Network.
- 7.4 The Treasurer: who is a member of the Network.
- 7.5 Three Additional members: with voting rights and equal executive status.

8. Duties of the Executive Committee Members

8.1 The Chairperson

- 8.1.1 Shall be the Head of the Network, official representative and shall act on the instruction of the executive.
- 8.1.2 Shall negotiate deals and contracts in consultation with Committee members on behalf of the Network.
- 8.1.3 Shall preside at Executive, Special and Annual general meetings of the Network.
- 8.1.4 Shall ensure progress, order, discipline during the Network operations.
- 8.1.5 Shall be a link between the Network and its partners eg: National Department of Health, Donors and Private sector.

8.2 The General Secretary

- 8.2.1 Shall take minutes in accordance with the provision of the constitution.
- 8.2.2 To receive and dispatch correspondence to and from the Network.
- 8.2.3 To arrange all Network meetings.
- 8.2.4 To safe keep all official documents of the Network.
- 8.2.5 To further the interest of the Network as instructed by the Executive Committee.

8.3 The Deputy Secretary

- 8.3.1 Shall preside in all meetings where the General Secretary is not present or available.
- 8.4 The Treasurer
 - 8.4.1 Shall receive all the monies due to the Network and deposit such monies in the Network bank account within seven days from the date of receipt.
 - 8.4.2 Shall preside over and manage the bank account registered in the name of the Network.
 - 8.4.3 Shall together with the Chairperson, Secretary of the network have signing rights in the Network bank account. 2 signatories must sign at any given time.
 - 8.4.4 Shall keep all financial records of the Network, which will be subjected to open inspection by appointed financial Auditors from which the Annual Financial report will be compiled.
 - 8.4.5 Shall submit a Financial Statement endorsed and approved by the Executive Committee in respect of each financial year at the last Annual General Meeting held at the end of the year.

9. **Additional members**

Additional members shall have equal voting powers and shall be accorded the same respect and opportunity to participate equally in all matters discussed in the Executive meetings.

10. **Terms of office**

- 10.1 Term of office for office bearers on the executive committee is for a 2-year period.
- 10.2 This term of office may be renewable only once to run consecutively after the initial period of office.
- 10.3 If an elected member missed three meetings consecutively the position will come up for re-election.

11. Meetings

11.1 Annual General Meeting

11.2 An Annual General Meeting, which is to be attended by members of the Network, partners and interest groups, will be convened annually after notice in writing given at least twenty one (21) days in advance was given by the secretary.

11.3 Annual General Meeting shall:

- Consider and make proposals to the Executive Committee.
- Receive, discuss and adopt the Executive committee's report on the work of the network.
- Discuss and draft resolutions on organisational matters pertaining to overall policy objectives of the Network.
- Elect the Executive committee members.

11.4 Meeting Procedures

The following procedures must be adhered to at an Annual General Meeting:

11.4.1 Reading of notices according to which the meeting was convened.

11.4.2 Reading and validation of the minutes of the previous Annual General Meeting and the minutes of Special General meeting if any such meeting were called since the convening of the previous Annual General meeting.

11.4.3 The discussion of any issue arising from the minutes.

11.4.4 Reading and consideration of the Chairperson's report.

11.5 Executive Committee Meetings

11.5.1 At least four (4) members of the Executive committee, including the General Secretary and the Chairperson, constitute a Quorum at an Executive committee meeting.

11.5.2 Executive committee members shall meet once at the end of every month, or as the needs of the Network demand.

11.5.3 Apologies to the Executive meeting shall be done in writing to the secretary (3) days in advance of the meeting.

11.5.4 Executive committee meetings shall be conducted according to a set standard agenda for every meeting.

11.5.5 A Executive committee member who absent himself or herself without a valid apology from the meeting for a period of three (3) consecutive meetings, his or her seat shall be declared vacant and shall cease to be a member of the Executive, but not of the network until he or she resigns formally in writing.

12. **Quorum**

- 12.1 At least 50% of all ordinary members and a minimum of three executive members, shall constitute a Quorum in Annual and Special General Meetings of the Network.

13. **Powers and Obligations of Executive committee**

- 13.1 Shall be obliged to ensure that the network is representative of all provinces in South Africa.
- 13.2 Shall maintain and supervise efficient control over the administrative and operational matters of the Network.

14. **Code of Conduct**

- 14.1 All Members must subscribe to code of conduct as provided in Appendix.

15. **Amendment**

- 15.1 Any proposed amendment to the network's constitution shall require 50% plus 1 majority of the total membership of the Network at its Annual General Meeting.

16. **Dissolution**

- 16.1 The Network may be dissolved if at least two thirds of the ordinary members present and at least three executive members are voting at a Special or Annual General meeting convened for the purpose of considering such a matter is in favour of dissolution.
- 16.2 If upon dissolution of the network there remain any assets whatsoever after the settlement of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to such other organisations preferably having similar objectives and which is authorised in terms of the Fund raising act of (1978) to collect contributions, or in debt of such decisions as may be decided by the Director of Fund raising.

The organisation will only pay for work that a member or office bearer has done for the organisation. The payment to be a reasonable amount for the work that has been done.

- 16.3 Members or office bearer of the organisation do not have rights over things that belong to the organisation.

17. Financial management

17.1 All finances received are to be deposited into the bank account, in the name of "The Mentoring Resource Network". All payments are to be made from this account, electronically or by cheque.

17.2 The financial year end will be the 31st of March each year.

Signed by:

Chairperson _____

Secretary _____

Witness 1: _____

Witness 2: _____

Signed at (City) _____

on (Date) _____