

CONSTITUTION

1. NAME

- 1.1 The voluntary organization shall be officially described as "**Highlands House**", also known as "**The Cape Jewish Aged Home**" (hereinafter referred to as "the Organization").
- 1.2 The organization shall be a separate entity and exist in its own right separate from its members.
- 1.3 The organization shall continue to exist even when its membership changes and there are different office bearers.
- 1.4 The duly nominated representative of the Organization shall be able to sign contracts and enter into other relationships with other legal personae on behalf of the Organization.
- 1.5 The Organization shall be able to sue and be sued in its own name.
- 1.6 The Organization shall be able to own property and other possessions.

2. INTERPRETATION

2.1 In the interpretation of this Constitution, the following words and expressions shall have the following meanings, unless the context otherwise indicates:

- 2.1.1 "The Executive Committee" - means the Committee referred to in Clause 7.1 hereof.
- 2.1.2 "The General Committee" - means the General Committee referred to in Clause 6.1 hereof.
- 2.1.3 "General Meeting" - means an Annual General Meeting or any other General Meeting specially convened of the Home.
- 2.1.4 "The Home" - means Highlands House, also known as The Cape Jewish Aged Home.
- 2.1.5 "Office Bearer" - means any of the President, the Vice-President, the Treasurer, the Medical Officer and two (2) other members from the General Committee, who shall be deemed to be the office bearers.
- 2.1.6 "The Trustees" - means the Trustees as referred to in Clause 11 hereof.

- 2.2 Words importing the singular only shall include the plural, and vice versa, unless the context clearly otherwise indicates.
- 2.3 Words importing the masculine gender shall include the feminine gender, and vice versa, unless the context clearly otherwise indicates.
- 2.4 The headings contained in the Constitution are for reference purposes only and shall not affect the interpretation thereof.

3. OBJECTS

The objects of the Home are:

- 3.1 To endow, furnish and equip with all necessary furniture, fixtures and fittings and other equipment, and to maintain wholly or in part, the premises of the Home situate at 234 Upper Buitenkant Street, Cape Town, known as **HIGHLANDS HOUSE** (and at such other place as may from time to time be decided), in order to provide care as a residential home and proper maintenance for Jewish persons, at such charges as the General Committee shall decide from time to time.
- 3.2 To affiliate with any National Board, Society or other Body of persons having objects similar to the objects of the Home.
- 3.3 Generally to do such other things as may be expedient to further the interests of the Home or which are incidental or conducive to the attainment of the above objects.

4. AREA OF OPERATION

The Home shall be entitled to solicit contributions from any source deemed appropriate by the General Committee subject to any constraints that may be imposed by the Priorities Board. Fundraising activity shall be focused predominantly on members or ex-members of the Jewish Community of the Western Cape Province.

5. MEMBERSHIP AND SUBSCRIPTIONS

- 5.1 There shall be three classes of members of the Home, viz
- 5.1.1 **Honorary Life Members** - being members elected as such in recognition of valuable services to the Home in terms of the provisions of Clause 6.6.
- 5.1.2 **Resident Members** - being persons resident in the Home who shall not be required to effect payment of any subscription.
- 5.1.3 **Ordinary Members** - any Jewish person over the age of eighteen (18) years who has contributed to the United Jewish Campaign.

6. MANAGEMENT

- 6.1 The Home and all its business and affairs shall be managed, controlled and administered by the *General Committee*, which committee shall have the power and authority to do all such acts as it may deem expedient or necessary for attaining the objects and furthering the interests and welfare of the residents of the Home, subject only to the limitations contained in this Constitution.
- 6.2 The *General Committee* shall consist of fourteen (14) persons each of whom shall be elected to serve as such by members voting at the Home's Annual General Meeting. After completing two years service, a committee member's tenure will lapse, subject to possible re-election. The *General Committee* shall have the right, from time to time, to co-opt persons the committee feels necessary for the furtherance of its aims.
- 6.3 The fourteen (14) members sitting on the *General Committee* shall at all times include the President, the Vice-President, the Treasurer and two (2) other office bearers, as referred to in clause 2.1.5 hereof.
- 6.4 In order to be eligible for election to the *General Committee*, a candidate must either attend the AGM in person or file a written consent in the prescribed form with the presiding officer, before the meeting date as laid down in the Notice of Meeting.
- 6.5 Candidates shall be ranked in numerical order, according to votes cast - by secret ballot - and the first fourteen (14) amongst them shall be deemed to have been elected. If there is a tie between two or more candidates for the last position to be filled, there shall be a re-ballot of members present at such meeting in respect of such candidates.
- 6.6 Members in *General Meeting* may, to record appreciation for valuable services rendered to the home or the Jewish Community in South Africa, elect such person(s) as honorary Life Member(s) to the *General Committee*, provided that not more than six (6) such Honorary Life Members shall be in appointment at any one time. Such Honorary Life Members shall have full voting powers on the *General Committee* but shall not be entitled to attend meetings of the *Executive Committee*.

7. THE EXECUTIVE AND COMMITTEES

7.1 The Executive

- 7.1.1 The *General Committee* shall, at its first meeting of each year, elect the *Executive Committee*, which shall comprise a President, a Vice-President, a Treasurer, the Medical Superintendent and two (2) *General Committee Members*, as referred to in Clause 2.1.5 hereof.
- 7.1.2 The *Executive Committee* shall meet at least once a month.

7.1.3 As agent of the *General Committee*, the *Executive committee* shall have full power to control the Home and to carry out the objects as set out in Clause 3 hereof. The *Executive Committee* shall further have power to engage and dismiss, as the case may be, salaried officials from senior management level, on such terms as the *Executive Committee* in its sole discretion deems fit.

7.1.4 In its absolute discretion, the *Executive Committee* shall have the right to expel any resident(s) whose conduct, in its opinion, is detrimental to the welfare of the Home.

7.2 The Finance Committee

There shall be a *Finance Committee*, which shall meet at least ten times a year and be responsible to the *General Committee*. This *Finance Committee* shall consist of the *Treasurer*, the *President*, the *Vice-President* and a maximum of three (3) members appointed by the *Treasurer* on the basis of their expertise. Such additional members need not be members of the *General Committee*. The *Executive Director* and the *Director of Finance* shall attend *Finance Meetings* by invitation.

7.3 The Admissions and Assessments Committee

The *Admissions and Assessments Committee* shall consist of three members, chosen by, and accountable to the *General Committee*; one of whom shall be designated as chairman. The committee shall meet on an ad hoc basis to consider applications for admission to the Home and to determine the terms of such admission and the charges to be levied in each case. No applicant may be admitted unless approved on medical grounds by the honorary *Medical Superintendent* or the in-house professional nursing and paramedic staff, under the direction at all times of the *Admissions and Assessments Committee*. Except in cases of emergency this committee shall be empowered to arrive at decisions when only two (2) members are present. Salaried staff may be invited to attend *Admissions and Assessments Committee* meetings as and when the chairman deems this appropriate.

Criteria for Admission

- The Home is a facility for the aged, and consequently persons under the age of 60 years shall not be eligible for admission, unless the *Admissions and Assessments Committee* considers the particular case exceptionally deserving.

In regard to the *Brodie Centre* the following will apply:

- persons of any ages may be accepted who are in need of respite or long term care at the discretion of the *Honorary Medical Officer* acting together with the *Medical Sub-Committee*.

7.4 The General Committee

The *General Committee* may appoint other committees for any purpose/s it may deem necessary. Such *Committees* may frame *Rules and Regulations* for the management of matters submitted to them, provided such *Rules and Regulations* do not

conflict with this Constitution and are confirmed by the General Committee. They shall not come into force until so confirmed.

7.5 The President and Vice-President shall be **ex officio** members of all Committees. They shall be notified of all meetings and shall be entitled to vote thereat.

7.6 The Vice-President shall, in the event of the President for any reason being unable to act on any of the aforesaid committees or in any other capacity, act in his stead with the full powers which the President may exercise.

7.7 The Honorary Medical Superintendent shall be appointed annually by the Executive Committee and shall serve office for a period of one (1) year from such appointment.

7.8 The Executive shall appoint an Executive Director, who shall be accountable to it and whose responsibility shall be to control the day to day operations of the Home. The Executive shall determine the salary to be paid to the Executive Director and his or her condition of employment. Such Executive Director shall have such powers and responsibilities as may be decided by the Executive Committee from time to time and shall be accountable to this Committee. The Executive Director shall attend Executive Committee meetings by invitation.

7.9 There shall be a disciplinary committee for members appointed by the Executive consisting of two (2) members of the Executive, one (1) of whom shall act as Chairman and two (2) Trustees of Highlands House. It shall meet as and when required subject to the provisions of Clause 23, to discipline errant committee members.

8. COMMITTEE MEETINGS

8.1 The General Committee shall meet at least eight (8) times in any one (1) year for the purpose of transacting the business of the Home, or more often should the President deem it necessary. If they deem it necessary, three (3) members of the Executive or ten (10) members of the General Committee may, in writing, request the President to call a Special Meeting of the General Committee and he shall then call such meeting within seven (7) days of such request.

8.2 At all properly constituted General Committee and other meetings, the Chairperson of the meeting shall have a deliberate and casting vote.

8.3 The Executive Director or his appointee shall act as Secretary and shall ensure that proper Minutes are kept at each and every meeting of the General committee, Executive, Finance, Admissions and Assessments committees.

8.4 Quorums for meetings of such committees shall be as follows:

8.4.1 **The General Committee** - Six (6) members, of whom the President or Vice-President shall be present.

8.4.2 **The Executive Committee** - Three (3) members, of whom the President or the Vice- President shall be present.

- 8.4.3 **The Admissions and Assessments committee** - Two (2) members.
- 8.4.4 **The Finance Committee** - Any two (2) members, one (1) of whom shall be the Treasurer and, failing him, the President or Vice- President. The Executive Director and the Director of Finances shall not form part of the quorum.
- 8.4.5 **Disciplinary Committee for Members** - any two (2) members, one (1) of whom shall be the chairperson.
- 8.5 Any elected member of the General Committee who shall be absent from three (3) consecutive meetings, without being granted leave of absence, may be called upon by the General Committee to vacate his seat.
- 8.6 Seven (7) days notice shall be given, in writing, by any member of the General Committee to the President and Executive Director to review or rescind any Resolution. Such motion shall require a two-thirds (2/3rds) majority of the General Committee to be carried. Any motion, if defeated, shall not be brought before the general Committee for at least six (6) months after such motion has been defeated.
- 8.7 The President shall serve office for a maximum period of two (2) successive years provided however that after a hiatus of at least two years, such person shall be entitled to seek re-election to the position. The retiring President shall be an **ex officio** member of the General Committee for one (1) year following such retirement, and shall not be entitled to be eligible as an Office bearer for a period of one (1) year from the date on which he leaves office.

9. GENERAL MEETING AND ELECTION

- 9.1 A General Meeting of members shall be held annually. Such meeting shall be convened to take place not later than 30th June each year.
- 9.2 Notice of a General Meeting (Annual or Special) shall be given at least fourteen (14) days before such meeting takes place, stating the date, time, venue and agenda of such meeting. Notice of such meeting shall be published in the local and/or Jewish press. Twenty-five (25) members in good standing, as set out in Clause 5 hereof, shall form a quorum at a General Meeting. In the absence of a quorum, the Chairperson shall adjourn such meeting to a date, time and place to be determined by him, which date shall be not less than seven (7) days and not more than twenty-one (21) days from the date of such adjourned meeting. When such an adjourned meeting resumes the members there present shall constitute a quorum.
- 9.3 The circular convening an Annual General Meeting shall either have a copy of the minutes of the previous year's meeting attached, or shall inform those interested as to where the minutes, and the audited financial accounts, can be accessed.
- 9.4 No motion, other than one bearing on an issue as set out in sub-Clause 9.5.1 to 9.5.6 hereof, may be debated at a General Meeting unless a notice thereof has been given in writing to the President and the Executive Director at least twenty-one (21) days before the date fixed for the said General Meeting.

9.5 The following business shall be transacted at each Annual General Meeting:

- 9.5.1 Confirmation of the Minutes of the last Annual General Meeting.
- 9.5.2 Consideration and adoption of the President's Report.
- 9.5.3 Consideration and adoption of the Treasurer's Report and Financial Accounts for the financial year passed, duly audited by a registered Public Accountant.
- 9.5.4 Election of members to General Committee.
- 9.5.5 Ratification of any By-laws made by the General Committee.
- 9.5.6 Debate on any motion in terms of Clause 9.4 above.
- 9.5.7 Other matters, as deemed appropriate by the President.

10. **SPECIAL GENERAL MEETINGS**

- 10.1 A Special General Meeting shall be called by the President if not less than twenty-five (25) members in good standing, as set out in Clause 5 hereof, request such a meeting, in writing, stating the subject to be considered. Within one (1) week of the receipt of such request being received, the President shall cause a notice, in terms of Clause 9 hereof, to be given to members. No business other than that expressed in the requisition shall be considered at such Meeting.
- 10.2 The General Committee or President may call a Special General meeting of members to consider any matter considered with the Home when it or he shall deem such meeting necessary.

11. **TRUSTEES**

- 11.1 There shall be not less than 6 (Six) Trustees.
- 11.2 The Trustees will be appointed by the General Committee, and shall serve office for a period of five (5) years, and shall thereafter be eligible for re-election.
- 11.3 The Trustees shall meet from time to time and shall be entitled to invite any person to attend any meeting of Trustees, as they may deem necessary.
- 11.4 A quorum at a meeting of Trustees shall be not less than three (3) Trustees.
- 11.5 Any Trustee shall cease to hold office in the event of such Trustee ceasing to be a permanent resident of the Republic of South Africa, or, in the event of death, insanity, sequestration, resignation or passing of a Resolution by a majority of two-thirds (2/3rds) of members present at a General Committee Meeting.

- 11.6 Any Trustees may attend any meeting of the Executive Committee, the General Committee and of any sub-Committee or any General Meeting of the Home, in which event they shall be entitled to vote thereat.
- 11.7 A certificate signed by the Executive Director and the President or a Vice-President of the Home, identifying the Trustees, is sufficient evidence that persons acting as Trustees as aforesaid are Trustees entitled so to act.
- 11.8 Any immovable property, mortgage bond or investment shall be held and registered in the name of the Trustees.

12. POWERS AND DUTIES OF THE COMMITTEES AND TRUSTEES

- 12.1 The General Committee shall have the power to implement such By-laws for the Home as from time to time may be necessary and not in conflict with any of the objects of this Constitution or the law.

All activities of the Home and all its committees that are established from time to time shall abide by law. Such By-laws shall have legal force until the next General Meeting, when they shall be submitted for confirmation.

- 12.2 The General Committee may co-opt members to fill vacancies of such Committee which may occur during its term of office.
- 12.3 The Executive Committee shall be entitled to appoint salaried officials and employees of the Home at such remuneration as the Executive Committee shall determine.
- 12.4 The policy of the Home shall be within the general framework of the objects, as set out in Clause 3 hereof, and shall be decided upon by the General Committee, subject to approval by General Meeting. The General Committee may delegate any question of policy to a committee, subject to the Committee's duty to refer the matter back to the General Committee for confirmation.
- 12.5 The Trustees shall have control of the property and funds of the home, and the rights to exercise, on behalf of the Home, the Home's powers in respect of movable and immovable property and investments, and may purchase, enlarge, alter, erect and repair any buildings of the home. Their powers shall include, but not be limited to, the following:
- 12.6 In addition to the powers referred to in sub-clause 12.5:
- 12.6.1 The Trustees may establish a trust for the specific purpose of transferring from time to time to the trust all or any of the assets of Highlands House presently owned or which may at any time be acquired in any manner by Highlands House.

- 12.6.2 The Trustees shall be the trustees of the trust with power to nominate such other persons as co-trustees of the trust as they shall deem fit from time to time.
- 12.6.3 The purpose and object of the trust shall be to promote and facilitate the solicitation of contributions to be used solely for the benefit of Highlands House.
- 12.6.3.1 fixed or other investments in registered banking institutions;
- 12.6.3.2 shares, in companies incorporated with limited liability, bequeathed to the home and claims against such Companies as long as such shares continue to be held by the Home;
- 12.6.3.3 immovable property or first mortgage bonds over immovable property;
- 12.6.3.4 any unit trust fund or endowment fund/policy administered by a reputable and registered financial institution;
- 12.6.3.5 any mutual fund or capital growth fund administered by a reputable and registered financial institution;
- 12.6.3.6 Republic of South Africa:
- 12.6.3.6.1 Government Stock
- 12.6.3.6.2 Government Bonds
- 12.6.3.6.3 Treasury Bonds
- 12.6.3.6.4 Post Office Savings Bank Certificates
- Or any other stock directly or indirectly guaranteed by the Government of the Republic of South Africa.
- 12.6.3.7 Municipal Stock
- 12.6.3.8 ESCOM Stock
- 12.6.3.9 Marketable securities.
- 12.6.4 To renovate or improve any movable or immovable property of the Home.
- 12.6.5 To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with all or any part of the property and rights of the Home, on any terms which may from time to time, in the Trustees' discretion, be deemed fit.
- 12.6.6 The Trustees shall be entitled to raise or borrow such sums of money upon such terms and conditions as they shall determine and to secure the payment or repayment of any sums of money so raised or borrowed or the payment of

any other debt, obligations or liability of the Trust in such manner as they shall determine and in particular by pledging, mortgaging or otherwise encumbering all or any assets of the Trust.

13. DUTIES OF HONORARY OFFICIALS

- 13.1 The President and, in cases where the President is unable or refuses to act, the Vice-president shall summon the meetings of the General Committee and/or the Executive
- 13.2 Committee and such President or Vice-President, as the case may be, together with the Executive Committee shall be responsible for the general business of the Home.
- 13.3 The Treasurer shall have the responsibility to ensure that proper books of accounts are kept, and which shall be audited annually.

14. INDEMNITY

Every member "including but not limited to members" of any Committee, any employee, Trustee, Auditor or other Officer of the Home is hereby indemnified against any loss, expense or damages incurred in the discharge of, or arising out of, his duties. No member of any Committee, no employee, Trustee, Auditor or other Officer of the Home shall be liable for the acts, receipts, neglects or defaults of any member of any Committee, employee, Trustee, Auditor or Officer or for joining in any receipt or other act for conformity, or the loss of expense happening to the Home through the insufficiency or deficiency of title to any property acquired by the Trustees for and on behalf of the Home, or for the insufficiency or deficiency of any security in or upon which monies of the Home shall be invested, or for any loss or damage arising from the bankruptcy, the insolvency or delict of any person for whom any monies, securities or effect shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of his duties of office or in relation thereto, unless the same happens through his own negligence or dishonesty.

15. BANKING

Banking account(s) opened and conducted in the name of Cape Jewish Aged Home and/or Highlands House shall be operated by two (2) signatories, such persons to be nominated by the Executive Committee and one of who must be an Executive Officer.

16. FINANCIAL YEAR

- 16.1 The financial year of the Home shall end on 31 December of each and every year.

- 16.2 The books of accounts shall be kept at the Home, or at such other place as the general Committee shall deem fit, and shall be the responsibility of the Treasurer.

17. **AUDITOR**

Prior to the submission of the accounts and balance sheets in *General Meeting*, they shall be examined by an auditor who shall report in writing thereon to the members. The appointment of the auditor shall be confirmed at the *Annual General Meeting*. The auditor shall, at all reasonable times, have access to the books and accounts of the Home. The officers of the home shall be bound to give the auditor all and such information as he may require for the purpose of discharging his duties.

18. **AMENDMENT/AMPLIFICATION OF CONSTITUTION**

The Constitution may be amended or amplified by two-thirds (2/3rds) majority of votes at a *Special General Meeting*, provided due notice of the proposed alteration has been given in terms of Clause 10 hereof. No amendments may be made which would have the effect of making the organization cease to exist.

19. **EMERGENCIES**

In the event of emergencies arising and for which no provision has been made in this Constitution, the Executive Committee shall have further discretionary powers to act outside the confines of this Constitution. Notwithstanding the provisions of Clause 7.3 hereof, the Executive Committee shall have the power to admit to residence any person or persons as it may consider necessary. Such action(s) by the Executive Committee will be reported at subsequent *General Committee meeting*.

20. **GENERAL**

Any property or income of the Home shall be utilised solely in the furtherance of its aims and objects, and transferring any portion thereof, directly or indirectly, so as to profit any person other than by way of payment in good faith as reasonable remuneration to any Officer or employee of the Home for services actually rendered to it, shall be prohibited.

21. **DISSOLUTION**

21.1 Subject to the prior written approval of the Trustees, the Home may be dissolved if at least two-thirds (2/3rds) of the members present and voting at a *Special General Meeting* of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty-one (21) days' notice shall be given of such *Special Meeting* and the notice convening this meeting shall clearly state that the question of dissolution of the Home and disposal of its assets shall be considered.

If there is no quorum at such a Special General Meeting, the meeting shall stand adjourned for not less than one (1) week and the members attending such adjourned meeting shall constitute a quorum.

21.2 If upon dissolution of the Home there remain any assets whatsoever after the satisfaction 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 registered Jewish Welfare Organization(s), preferably having similar objects as the Home, as may be decided by the members present at the Special General Meeting at which it is decided to dissolve the Home. In the absence of such a decision by the members at this Special General Meeting, a decision may be given by the Director of Fundraising.

22. DISPUTE

In the event of any difference of opinion, dispute or question arising as to the meaning or interpretation of this Constitution or of any By-laws introduced by the General Committee, such difference, dispute or question shall be submitted to the General Committee. In the event of the General Committee failing to resolve such dispute, such dispute shall be referred to the Trustees for their decision, and the Trustees ruling(s) and decision(s) shall be final and binding.

23. DISCIPLINARY PROCEEDINGS FOR MEMBERS

- 23.1 The Executive Committee shall appoint a Disciplinary Committee consisting of two (2) of its members, of which one shall act as Chairperson. Two (2) Trustees of Highlands House shall also serve on the Committee.
- 23.2 The Committee shall form a panel to handle all hearings and judgments as instructed.
24. The Committee shall have the power to inquire and decide on charges against members and to impose such penalty, including the right to suspend, fine, request the resignation of or expel members who have been found guilty of:
- 23.3.1 a wilful breach of the provisions of this Constitution or of the regulations of this organization;
 - 23.3.2 conduct prejudicial to the interests or reputation of the organization;
 - 23.3.3 damage to the image or property of the organization.
- 23.4 the Committee shall have the power to summarily suspend a member pending an enquiry if the sub-Committee considers that the circumstances warrant such a suspension.
- 23.5 The inquiry in terms hereof shall take place within ten (10) days of such suspension.

- 23.6 It shall not be incumbent upon the Chairman of the sub-Committee in any of the above circumstances to state his reasons for the suspension.
- 23.7 An appeal can be lodged against any decision or order made by the Disciplinary Committee to the Executive Committee, provided:
- 23.7.1 the member lodges a notice of appeal in writing with the Chairperson within seven (7) days of the date of the decision or order appealed against;
- 23.7.2 the Executive committee has the power to confirm, alter or set aside in any manner whatever any such decision or order imposed by the sub-Committee.
- 23.7.3 the decision of the Executive Committee shall be final and binding.
- 23.8 Members shall not be entitled to legal representation at any disciplinary hearing or at the appeal from its findings unless the Chairperson of the tribunal concerned so rules.
- 23.9 A member of the disciplinary sub-Committee shall have the right to temporarily stand down from such position if the member should have reason to assume that fair judgment in any particular disciplinary case might be influenced by personal factors. The Chairperson of the Committee shall then have the right to nominate another organization member to replace such sub-Committee member.

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