



South African Coalition for Transitional Justice

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The South African Coalition for Transitional Justice

CONSTITUTION

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1. DEFINITIONS

“Apartheid era violations”: The SACTJ intends this to be a broad definition encompassing human rights violations, gender-based violence, corporate crimes and other internationally unacceptable actions that occurred during the time of Apartheid in South Africa and other Southern African countries. Our definition is inclusive of acts recognised as gross human rights violations by the Truth and Reconciliation Commission but is not restricted to these.

“Transitional justice”: Transitional justice is how a society responds to systematic or widespread violations of human rights. The five key pillars of transitional justice are truth, justice, memorialization, reparation, and guarantees of non-recurrence. Transitional justice involves a process of transformation after a period of pervasive human rights abuse. Some aspects of this transformation occur quickly, whereas other aspects take place over many decades.

“Ordinary resolution”: means a resolution adopted with the support of more than fifty percent (50%) of the members with voting rights.

“Special resolution”: means a resolution adopted with the support of at least seventy-five percent (75%) of members with voting rights.

“Ordinary majority”: means more than fifty percent (50%) of current members.

“Fiduciary”: means a person who holds a position of trust or responsibility including decision-making powers over the affairs of an organisation or association.

“Any applicable law”: means national and provincial legislation, local by-laws, and the Constitution as the supreme law of the Republic of South Africa.

2. NAME

1. The name of this voluntary association is the South African Coalition for Transitional Justice hereafter referred to as the **“SACTJ”** or the **“Coalition”**).

3. BACKGROUND AND OBJECTIVES

2. The SACTJ has been operating since 2008. It was initially convened as a loose association of civil society organisations working collaboratively to respond to the Special Dispensation on Political Pardons that would have allowed former President Mbeki to pardon more than one hundred perpetrators, who had

been convicted and sentenced on account of having committed politically motivated offences before 16 June 1999.

3. The overarching objective of the Coalition is to promote and advocate for transitional and transformative justice in South Africa and internationally.
4. The SACTJ harnesses the combined skills, experience, and expertise of civil society organisations working in the transitional justice field in South Africa to:
 - 4.1. Advocate for and secure the rights of victims of Apartheid-era violations;
 - 4.2. Hold government accountable to South Africa's national and international obligations with regard to victims' rights;
 - 4.3. Hold government accountable to South Africa's national and international obligations with regard to transitional and transformative justice;
 - 4.4. Support efforts aimed at ensuring criminal accountability for Apartheid-era violations;
 - 4.5. Advocate for reparations and access to justice for the victims of Apartheid-era violations;
 - 4.6. Any other transitional justice matter decided by the Coalition in accordance with the powers and duties set out in this Constitution.

4. LEGAL STATUS

5. The Coalition is a body corporate with its own legal identity which is separate from its individual members.
6. In accordance with the provisions in this Constitution and any applicable law, the Coalition:
 - 6.1. Exists in its own right, separately from its members;
 - 6.2. Shall continue to exist even if the membership changes or different office-bearers are appointed;
 - 6.3. May own property and enter contracts; and
 - 6.4. Sue or be sued in its own name.

5. NON-PROFIT DISTRIBUTING CHARACTER

7. The SACTJ Secretariat will maintain a record of everything the Coalition owns.
8. The income and property of the Coalition shall be used solely for the promotion of its stated objectives. The Coalition members and the office-bearers shall have no rights to the property or other assets of the Coalition solely by virtue of them being members or office-bearers. No portion of the income or property of the Coalition shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Coalition or, except as:
 - 8.1. Reasonable compensation for services rendered to the Coalition and authorised by the SACTJ Board; and
 - 8.2. Reimbursement of actual costs or expenses reasonably incurred on behalf of the Coalition and authorised by the SACTJ Board.
9. Upon the dissolution of the Coalition, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Coalition members but shall be donated to another non-profit organisation, which the SACTJ Board (and failing which a division of the High Court) considers appropriate and which has the same, or similar, objectives.
10. The Coalition has applied to the Commissioner of the South African Revenue Service for exemption from appropriate taxes and duties. In compliance with the provisions of the Income Tax Act 58 of 1962, as amended (“**Income Tax Act**”), the provisions set out in the attached **Schedule A** shall bind the Coalition and qualify this Constitution. In accordance with the Ninth Schedule to the Income Tax Act, SACTJ’s public benefit activity falls under the promotion of, and advocacy for, human rights and democracy.

6. POWERS OF THE COALITION

11. The Coalition, acting through the SACTJ Board, SACTJ Executive Director, SACTJ Secretariat, and its members, shall have all the powers necessary for it to carry out its stated objectives effectively, subject to the provisions in this Constitution and any applicable law. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in attached **Schedule B**.

7. MEMBERSHIP

Qualification and responsibilities

12. The current members of the Coalition are those organisations and individuals listed under the attached **Schedule C**.
13. The Coalition may admit further organisational and individual members from time to time:
 - 13.1. Subject to due compliance with any conditions of membership (including payment of any membership fees per paragraphs 14-15); and
 - 13.2. In accordance with the following criteria:
 - 13.2.1. Prospective members are required to apply in writing to the SACTJ Executive Director using the prescribed application form. Organisational members should state the name of their organisation, reasons for wanting to join the Coalition and name the organisational representatives. Individual members should send a copy of their Curriculum Vitae with the application form.
 - 13.2.2. Individual members participate fully in the Coalition subject to paragraphs 26-29 (Board membership) and paragraph 60 (voting rights);
 - 13.2.3. All Members (organisational and individual) must agree to abide by the values of the Coalition and the provisions in this Constitution; and
 - 13.2.4. New members will be admitted by an ordinary resolution adopted by the Coalition members present at a General Meeting provided there is a quorum.
14. Organisational members shall pay membership fees annually in accordance with the sliding scale set out in **Schedule D**. Changes to the membership fee sliding scale may be agreed via an ordinary resolution adopted by the Coalition members present at a General Meeting or Annual General Meeting. Organisational members who cannot afford to pay the prescribed membership fee shall raise this with the SACTJ Executive Director on an annual basis. The SACTJ Executive Director will report to the SACTJ Board concerning members' requests to reduce or waive the fee. The SACTJ board will deliberate and reach a decision on such requests. Subject to reasonable grounds, the SACTJ Board may agree to a reduced or waived fee, an in-kind contribution, or other such arrangement.

15. The SACTJ Executive Director is responsible for collecting membership fees; they may delegate aspects of this task to the SACTJ Secretariat, as appropriate.
16. Individual members are not required to pay a membership fee; however, they may make a donation toward the SACTJ objectives if they so wish.
17. It is expected that Coalition members shall attend meetings. In the event that a member cannot attend a meeting, it is expected that the member will send their apologies in advance of the meeting.
18. If a member does not attend a meeting for more than three (3) consecutive General Meetings, then the SACTJ Board shall investigate the reasons for the member's absence and try to encourage active participation.
19. Should non-attendance persist for more than nine (9) months, a review of membership may be conducted, and appropriate action resolved in a General Meeting.
20. Members are expected to actively contribute to the objectives of the Coalition and are strongly encouraged to join at least one of SACTJ's committees, listed under paragraph 67 below.

Termination and suspension of membership

21. In accordance with the voting provisions set out in paragraphs 59-62, the membership of a SACTJ member may be terminated or suspended for a definite period. The procedure is as follows:
 - 21.1. Any Coalition member may submit a written request to the SACTJ Executive Director for the termination or suspension of the membership of another member, including justification for the request;
 - 21.2. Within five (5) days of the written request, the SACTJ Executive Director must notify the SACTJ Board and the member concerned and invite written or verbal representations as the member may consider appropriate;
 - 21.3. In accordance with paragraph 53, all members must be provided with at least fourteen (14) days notice of the General Meeting to be held to consider any written or verbal representations by the member concerned and to vote on the request for termination or suspension of membership for a definite period;
 - 21.4. In accordance with paragraphs 59-62, a special resolution to either dismiss the request, or terminate membership, or suspend membership for a definite period, must be adopted by the Coalition members

present at the General Meeting. The member/former member concerned must be notified in writing of the outcome of the General Meeting and their right to request written reasons and their right to appeal within two (2) days.

22. In the event that a membership is terminated, or suspended for a definite period, an appeal may be lodged for consideration as follows:
 - 22.1. The written grounds of appeal shall be submitted to the Chairperson of the SACTJ Board within fourteen (14) days of the special resolution to this effect;
 - 22.2. The SACTJ Board shall remit the matter to the Coalition members for reconsideration. The reasons for remittal shall be set out in the ordinary resolution.
 - 22.3. The Executive Director shall provide all members with at least fourteen (14) days notice of the General Meeting to be held to re-consider the termination or suspension of membership, in light of the reasons in the SACTJ Board's ordinary resolution.
 - 22.4. In accordance with paragraphs 59-62, a special resolution to either reinstate the member, reinstate the member with conditions, or to affirm the termination of membership, or suspension of membership for a definite period, must be adopted by the Coalition members present at the General Meeting. The member/former member concerned must be notified of the outcome of the General Meeting within two (2) days.

8. GOVERNANCE STRUCTURE OF THE COALITION

The SACTJ Board

23. The SACTJ Board and its office-bearers are elected by the members at the Annual General Meeting. The SACTJ Board is responsible for the strategic and financial oversight of the Coalition's general affairs and the activities of the SACTJ Secretariat.

Composition and term of office

24. The SACTJ Board shall comprise at least six (6), but not more than eight (8) members. The membership of the SACTJ Board shall comprise the following positions:
 - 24.1. Chairperson;
 - 24.2. Vice-Chairperson;

- 24.3. Treasurer;
 - 24.4. Secretary;
 - 24.5. the Executive Director serving in an *ex officio* capacity; and
 - 24.6. between one (1) and three (3) other members from the Coalition.
25. At least three (3) Board Members shall be nominated to serve as fiduciary office-bearers for the purpose of operating as a Public Benefit Organisation, in terms of the Income Tax Act.

Eligibility and election

26. The first SACTJ Board Members shall be the current members of the Management Committee elected on 21 May 2023 and shall hold office until the third Annual General Meeting after their appointment.
27. Excluding the Executive Director serving in an *ex officio* capacity, new Board Members shall be elected every three (3) years at an Annual General Meeting. Members are elected from both types of members and for specific portfolios and will serve for a three (3)-year term. Subject to paragraph 28, Board Members may usually stand for re-election for up to two consecutive terms. This term limit applies only to the individuals serving on the SACTJ Board, whether organisational representatives or individual members. Where Board Members are organisational representatives, once their maximum term of office has been reached, the same organisation may nominate a new representative to serve on the SACTJ Board.
28. At any Annual General Meeting, where four (4) or more Board Members are due to step down, Coalition members may decide to extend the term limit of up to two (2) of the Board Members by one further term, in order to provide for a smooth transition and to preserve institutional memory. This decision will be taken by way of a vote, using the voting rules set out in paragraphs 59-62, and is subject to the willingness and eligibility status of the existing Board Member.
29. During any given term, at least five (5) Board Members must be representatives of organisational members, including the Chairperson.
30. If there is more than one nomination for the same position on the SACTJ Board, a vote will be held by way of a secret ballot to be administered electronically by the coordinator.

Powers and responsibilities

31. The members of the SACTJ Board shall:
- 31.1. Oversee the general affairs of the Coalition on behalf of the SACTJ members, subject to the provisions of this Constitution, applicable laws,

and the resolutions adopted by Coalition members at Annual General Meetings and other General Meetings;

- 31.2. Remain accountable to the SACTJ members and report on its decisions at Annual General Meetings and other General Meetings;
- 31.3. Appoint the Executive Director, manage their performance, and, upon reasonable grounds and subject to any applicable law, terminate the Executive Director's service contract;
- 31.4. Convene for ordinary meetings in the intervals agreed by the Board Members;
- 31.5. Authorise payments in the scope of SACTJ's objectives that exceed an agreed threshold;
- 31.6. Adopt rules and procedures governing SACTJ's operations; and
- 31.7. Subject to prior agreement between the Chairperson and the SACTJ Executive Director, represent SACTJ in various fora. This is also subject to the condition that the Board Members clarify whether they are speaking on behalf of their respective organisation or SACTJ.

Remuneration

32. Board Members shall not be remunerated for their services. Board Members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties. The reimbursement should be processed in accordance with the SACTJ's rules and policies.

Resignation

33. A Board Member may resign upon fourteen (14) days written notice.

Termination

34. A Board Member's position may be terminated in the following circumstances:
 - 34.1. If they are unfit and/or incapable of performing their duties;
 - 34.2. If they are declared to be a delinquent director in terms of the Companies Act 71 of 2008;
 - 34.3. If they commit an offence in violation of their fiduciary duties that warrants the termination of their service; or

- 34.4. Any other grounds provided in section 25A of the Nonprofit Organisations Act 71 of 1997; and
 - 34.5. They are removed by a special resolution adopted by the SACTJ Board Members present. The SACTJ Board shall not be obliged to furnish reasons for its decision/s regarding removal except to the Board Member removed and to the members of the Coalition in a General Meeting.
35. Should a position on the SACTJ Board fall vacant during the term of service:
- 35.1. The Board may appoint a new acting member from among the Coalition's membership to serve out the remainder of the term;
 - 35.2. In the event that the vacancy reduces the number of members to less than six (6) members, the Board must appoint a new acting member from among the Coalition's membership;
 - 35.3. An acting appointment requires a special resolution adopted by the SACTJ Board Members present;
 - 35.4. An acting appointment may be overturned by the Coalition members at a subsequent General Meeting by an ordinary resolution adopted by the members present.

Meeting procedure

36. The SACTJ Board shall conduct its meetings as it deems appropriate, provided that:
- 36.1. The Chairperson, or in their absence, the Vice-Chairperson, shall preside over all Board meetings which they attend. In the absence of the Chairperson and the Vice-Chairperson, the remaining Board Members shall elect a chairperson from those in attendance.
 - 36.2. The Chairperson, with the assistance of the Secretariat, shall convene a Board meeting every second month, and at the written request of any two (2) Board Members, may convene such a meeting at any other time. Meetings can be held remotely or in person as required and agreed to by the ordinary majority of Board members who will be in attendance.
 - 36.3. The quorum necessary for the transaction of any business by the Board shall be an ordinary majority of the members serving at any given time.
 - 36.4. Each member of the Board present during meetings shall have one (1) vote.

- 36.5. Questions arising shall be decided by an ordinary resolution adopted by the Board Members present. Should there be an equality of votes, the Chairperson, or the presiding member elected to chair the meeting, shall have a casting vote.
 - 36.6. Proper minutes shall be kept of the proceedings, and a record of the Board Members present at each meeting. The minutes shall be signed by the member who chairs the meeting and shall be available at all times for inspection or copying by any Board Member, and on two (2) days' notice to the Secretariat, for any member of the Coalition.
 - 36.7. A resolution signed by all Board Members shall be as valid as if passed at a duly convened meeting.
37. The Board may delegate any of its powers to any of its members, or a special purpose committee subject to ratification by the Coalition. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations, policies, and procedures that may be stipulated by the Board from time to time.

The SACTJ Secretariat

38. The SACTJ Secretariat shall:
- 38.1. Conduct SACTJ's operations and ensure the orderly running of the Coalition; and
 - 38.2. Coordinate and support the work of SACTJ and its members.

SACTJ Executive Director

39. The SACTJ Board is responsible for the recruitment, appointment, and management of the Executive Director.
40. The recruitment process is to be implemented as follows:
- 40.1. The first appointment to the office of the Executive Director shall be open to all individual and organisational members of the SACTJ; for future appointments candidates from outside of SACTJ may be considered;
 - 40.2. The Executive Director office is envisaged as a part-time position;
 - 40.3. A call for expressions of interest in the position shall be distributed among all the members for a response by the stipulated deadline;

- 40.4. The SACTJ Board shall arrange interviews with all eligible candidates;
 - 40.5. Once the selection process is completed and the candidate accepts the position, the SACTJ Board shall sign a written contract with the Executive Director. The SACTJ Board shall decide on the contract's terms and conditions, including remuneration and other benefits;
 - 40.6. In the event that the Executive Director is a representative of an organisational member, they will be required to submit a duly signed letter from the Chairperson of the Board of that organisation, alternatively, from its executive management, confirming that:
 - 40.6.1. The organisation agrees to the appointment of their employee as the part-time SACTJ Executive Director; and
 - 40.6.2. The organisation is aware of, and accepts, the scope of work and activities to be performed by their employee as the part-time SACTJ Executive Director.
41. The general responsibilities of the Executive Director include:
- 41.1. Cooperation with the SACTJ Board and with the SACTJ members;
 - 41.2. The general management of the SACTJ Secretariat and the effective implementation of SACTJ's activities;
 - 41.3. Supervising the orderly day-to-day running of the SACTJ Secretariat;
 - 41.4. The development of SACTJ rules and policies for approval by the SACTJ Board;
 - 41.5. Representing SACTJ in various internal and external fora. This is subject to the condition that the Executive Director clarify whether they are speaking on behalf of their respective organisation or SACTJ. Appearances may be delegated to other members within reason, including the topic at hand.
42. The reporting duties of the Executive Director include:
- 42.1. Convening meetings with the SACTJ Board to report on the SACTJ's on-going activities;
 - 42.2. Every quarter, the Executive Director will provide detailed financial and programmatic reports to the SACTJ Board; and
 - 42.3. Update reports to the SACTJ members during Annual General Meetings.

43. The Executive Director may seek guidance from the SACTJ Board on any operational issues within the scope of their duties and responsibilities set out above.

Secretariat staff

44. The Executive Director may recruit any staff members reasonably required to effectively carry out SACTJ's functions and objectives, and upon such terms and conditions considered appropriate.
45. At least one (1) Board Member is required to sit on an interview panel during the recruitment of Secretariat staff. The appointment of any candidate recommended by the Executive Director is subject to approval by the SACTJ Board.
46. All staff are accountable to the Executive Director and must report on the performance of their roles and responsibilities as required in their service contract. The management of Secretariat staff, and upon reasonable grounds, the termination of any positions, shall be in accordance with any applicable law.

SACTJ Members

47. Individual and organisational members form a key decision-making body to guide SACTJ's policies and strategic direction. SACTJ members are empowered to do so through three primary convening mechanisms provided below.

9. MEETINGS

Annual General Meeting

48. An Annual General Meeting of the Coalition shall be held within a period of fifteen (15) months of the adoption of the first version of this Constitution. Subsequent Annual General Meetings shall be held within fifteen (15) months of the previous meeting.
49. Annual General Meetings shall be convened by the Chairperson of the Board with a minimum of twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and in broad terms the business to be resolved at the meeting. Documents to be discussed at the annual general meeting shall be circulated seven (7) days beforehand.
50. The business of an Annual General Meeting shall include, but is not limited to the following items:

- 50.1. Presentation and adoption of the Annual Report of the Chairperson setting out the organisation's activities for the year and allied matters;
- 50.2. Consideration of the Annual Financial Statements;
- 50.3. Election of the Board Members to serve for the following year;
- 50.4. Appointment of auditors;
- 50.5. Other matters as may be considered appropriate by Coalition members who are entitled to raise any matter.

Members' powers

51. During Annual General Meetings, and subject to the provisions in this Constitution, SACTJ members are entitled to:
 - 51.1. Move to amend the Constitution;
 - 51.2. Stand for elections to the SACTJ Board;
 - 51.3. Elect members of the SACTJ Board;
 - 51.4. Vote on accepting new SACTJ Board members and removing existing Board Members;
 - 51.5. Receive reports from the Chairperson of the SACTJ Board regarding the decisions made by the Board during a reporting period.

Other General Meetings

52. There shall be at least three general meetings each year, the first taking place approximately three months after the AGM, the second and third taking place at approximately three months intervals thereafter.
53. Other General Meetings of the Coalition shall be convened at any time by the Chairperson or at the written request of:
 - 52.1. The SACTJ Board; or
 - 52.2. One quarter (1/4) of the members of the Coalition.
54. Any General Meeting other than the Annual General Meeting shall be convened with a minimum of fourteen (14) days' written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be resolved at the meeting.

55. Should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the members requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

Members' powers

56. During General Meetings, and subject to the provisions in this Constitution, members are entitled to:
- 55.1. Guide SACTJ's policies and strategic direction;
 - 55.2. Override the decisions adopted by the SACTJ Board if they are in disagreement. Members shall have the power to override the SACTJ Board by the adoption of an ordinary resolution in relation to decisions of a political or strategic nature, or those concerning prospective appointments, prior to the appointments being confirmed. This power shall not apply where the Board is able to reasonably demonstrate that it has made the decision on the basis of its legal and fiduciary obligations towards the SACTJ;
 - 55.3. Make high-level decisions relevant to the SACTJ;
 - 55.4. Approve SACTJ policies as proposed by the SACTJ Board;
 - 55.5. Make decisions to admit, suspend, or terminate the membership of any member per the provisions in this Constitution.

Quorum

57. A quorum constituting a meeting of the Coalition shall be an ordinary majority of organisational members.
58. A duly convened meeting of the Coalition, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Coalition as set out in this Constitution.
59. Should any meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to members in the manner provided for in this Constitution. At such reconvened general meeting, the members then present or represented shall be deemed to constitute a quorum, provided that decisions taken are subject to an ordinary resolution unless otherwise provided in this Constitution.

Resolutions and voting

60. At all meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third (1/3) of the members voting in person or by proxy. The result of the vote shall be the resolution of the meeting.
61. Each organisational member present or represented at such meeting shall be entitled to one vote.
62. Individual members who are present shall have one vote collectively. This shall be decided on the basis of an ordinary majority amongst the individual members present.
63. Except where specified elsewhere in this Constitution, questions arising shall be decided by an ordinary resolution adopted by members with voting rights. Should there be an equality of votes the Chairperson shall have a casting or second vote.

Minutes

64. Proper minutes shall be kept of the proceedings of all meetings, and a record of the members present at each meeting. The minutes shall be signed by the Chairperson of the meeting and shall be available for inspection or copying by any member on two (2) days' notice to the Secretariat.

Notices

65. Notice of all meetings provided for in this Constitution shall be emailed to an up-to-date email address list provided by members. All members shall be copied in the email notification so as to ensure openness and transparency. The consent of members shall be obtained when the list is compiled.
66. The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.
67. The Coalition shall establish committees to assist in the exercising of its objectives and provide a space for members to interact, share experiences and information, and mobilise.
68. The committees shall be the following:
 - 67.1. Accountability and Apartheid Convention committee;
 - 67.2. Torture and Disappearances committee;
 - 67.3. Reparations committee;
 - 67.4. Education committee;

- 67.5. Economic Crimes committee; and
- 67.6. Media and Communication committee.

- 69. The Coalition may establish committees from time to time to consider matters of special importance.

- 70. The Coalition will review the Terms of Reference of standing sub-committees which will set out its roles and responsibilities as determined by each sub-committee.

10. CONFLICT OF INTEREST

- 71. In the context of the Coalition a conflict of interest arises when any member (organisational or individual) allows their personal and/or organisational interest to influence the required objective exercise of their duties as a member of the Coalition.

- 72. All members must confirm their commitment to the disclosure of any conflict, or potential conflict, with the objectives and activities of the Coalition.

- 73. Members are expected to ensure that:
 - 72.1. They disclose the interest and the nature of interest as soon as they become aware of it or if they see that a potential conflict may arise;
 - 72.2. They disclose any conflict and then absent themselves from any meeting or part of a meeting at which the conflict of interest or potential conflict of interest is discussed.
 - 72.3. They disclose any conflict and do not take part in any deliberation of the Coalition in relation to a matter where a conflict of interest or potential conflict of interest arises.
 - 72.4. They do not vote on a matter where a conflict of interest exists, or may exist;
 - 72.5. The Coalition's resources are only used in pursuit of the Coalition's objectives and are not used for personal or a member organisation's gain, directly or indirectly.

11. FINANCIAL MATTERS

- 74. **Bank account:** The SACTJ has opened a bank account in its name with First National Bank. This constitutes a main account where grant money shall be deposited and a sub-account which shall be used for membership fees. The SACTJ Board shall ensure that all monies received by the Coalition are

deposited in the abovementioned bank account as soon as possible after receipt. Members may request at any time information on the accounts and access to bank records.

75. **Signatures:** All cheques, promissory notes and other documents relating to interactions with the bank requiring signature on behalf of the Coalition shall be signed by two (2) SACTJ Board Members.
76. **Financial Year-End:** the Coalition's financial year-end shall be 28 February of each year.
77. **Financial Records:** The Board shall, if there are accounts and financial transactions, ensure that the Coalition keeps proper records and books of account that fairly reflect the affairs of the Coalition.
78. **Annual Narrative Report and Financial Statements:** The Board shall ensure that the Coalition prepares an annual narrative report describing the Coalition's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
79. Within two (2) months after drawing up the Annual Financial Statements, the SACTJ Board shall ensure that:
 - 78.1. The Coalition arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the Coalition and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements; and
 - 78.2. A copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

12. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

80. The terms of this Constitution may be amended; the name of the Coalition may be changed; and/or the Coalition may be dissolved by a special resolution adopted by Coalition members present at an Annual General Meeting or General Meeting. This is provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the meeting and such notice states the nature of the special resolution to be proposed.

13. INDEMNITY

81. Subject to the provisions of any applicable law, members of the Board and other office bearers shall be indemnified by the Coalition for all acts done by them in good faith on its behalf. It shall be the duty of the Coalition to pay all costs and expenses which any such representative incurs or becomes liable for as a result of any contract entered into, conducted or undertaken, in their said capacity, in the discharge, in good faith, of their duties on behalf of the Coalition.
82. Subject to the provisions of any applicable law, no member of the Board and or other office bearer of the Coalition shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Coalition, which occurs in the execution of the duties of their designated office unless it arises as a result of their dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

14. DISPUTES

83. In the event of a serious disagreement between the members of the SACTJ Board and/or the Coalition regarding the interpretation of this Constitution, then an ordinary resolution adopted by the organisational members of the Coalition prevails.

SCHEDULE A: Requirements of the Commissioner of the South African Revenue Service for Exemption from Taxes and Duties

As provided for in this Constitution, the Coalition may apply to the Commissioner of the South African Revenue Service for Public Benefit Organisation (“PBO”) status, which allows for exemption from appropriate taxes and duties. In compliance with the anticipated requirements of such exemptions, the following provisions shall bind the Coalition:

1. The sole or principal object of the PBO is to carry on one or more public benefit activity (PBA), in a non-profit manner and with an altruistic or philanthropic intent.
2. No PBA will directly or indirectly promote the economic self-interest of any fiduciary or employee of the PBO, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.
3. All PBAs carried on by the PBO will be for the benefit of, or widely accessible to, the general public at large, including any sector thereof other than small and exclusive groups.
4. At least three persons who accept fiduciary responsibility for the PBO will not be connected persons in relation to each other and no single person will directly or indirectly control the decision-making powers relating to the PBO.
5. No funds will be directly or indirectly distributed to any person, otherwise than in the course of undertaking any PBA.
6. All funds will be used solely for the object for which the PBO has been established.
7. On dissolution the remaining assets will be transferred to any PBO, any institution, board or body which has as its sole or principal object the carrying on of any PBA, the government of the Republic in the national, provincial or local sphere, or the National Finance Housing Corporation, which are required to use those assets solely for purposes of carrying on one or more PBA listed in the Ninth Schedule.
8. No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof under section 18A: Provided that a donor (other than a donor which is an approved PBO or an institution board or body, which has as its sole or principal object the carrying on of any PBA) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

9. A copy of any amendment to the constitution, will, or other written instrument under which the PBO is established will be submitted to the Commissioner for the SARS.
10. The PBO will not knowingly be a party to, or will not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner for the SARS.
11. No remuneration, will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with the objects of the PBO.
12. The PBO will comply with reporting requirements as may be determined by the Commissioner for the SARS.
13. No resources will be used directly or indirectly to support, advance or oppose any political party.
14. A PBO which provides funds to any association of persons contemplated in Part I of the Ninth Schedule must take reasonable steps to ensure that the funds are used for purposes for which it was provided, namely to carry on one or more PBA listed in Part I of the Ninth Schedule, in the Republic.
15. A PBO approved under section 18A(1)(b) of the Act, will within twelve months after the end of the relevant year of assessment distribute or incur the obligation to distribute at least 50% of all funds received by way of donation during that year in respect of which receipts were issued.
16. Any PBO approved under section 18A(1)(b) of the Act, that does not distribute any amount as described in paragraph 15 above, will distribute or incur the obligation to distribute all amounts received from investment assets held by it, other than amounts received from the disposals of those investment assets to any PBO, institution, board or body approved under section 18A(1)(a) of the Act, no later than six months after –
 - 16.1. every five years from the date the Commissioner issued a reference number for purposes of section 18A, if that PBO is incorporated, formed or established on or after 1 March 2015; or
 - 16.2. every five years from 1 March 2015, if that PBO was incorporated, formed or established and issued by the Commissioner with a reference number for purposes of section 18A before 1 March 2015.

SCHEDULE B: General Administrative and Investment Powers

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claim made by or against the Coalition.
3. To open and operate accounts with registered banks and building societies.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Coalition shall be with Financial Institutions as defined in Schedule A above.
5. To accept donations made to the Coalition and retain them in the form in which they are received, or sell them and re-invest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - 6.1. to purchase or acquire property and assets;
 - 6.2. to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Coalition;
 - 6.3. to donate and transfer the property and assets of the Coalition to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Coalition.
7. To borrow and to use the property or assets of the Coalition as security for borrowing.
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities that further the objectives of the Coalition.
9. To execute any act or deed in any deeds registry, or other public office.
10. To work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Coalition.
11. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
12. To exercise all the powers and authority of the Coalition not only in the Republic of South Africa but in any other part of the world.

SCHEDULE C: Schedule of Current Members

1.	Centre for Applied Legal Studies
2.	Centre for the Study of Violence and Reconciliation
3.	Foundation for Human Rights
4.	Human Rights Media Centre
5.	Imam Haron Foundation
6.	Institute for Healing of Memories
7.	Institute for Justice and Reconciliation
8.	Khulumani Galela Campaign
9.	Open Secrets
10.	South African Catholic Bishops Conference
11.	Trauma Center for survivors of violence and torture
12.	Violence Prevention Agency
13.	Jemma Blacklaw
14.	Mary Burton
15.	Christopher Gevers
16.	Lauren Grootboom
17.	Haroon Gunn-Salie
18.	Steve Kahanovitz
19.	Naefa Khan
20.	Angela Madakuti
21.	Hugo van der Merwe
22.	Thozama Njobe
23.	Kaajal Ramjathan-Keogh
24.	Maxine Rubin
25.	Jeremy Sarkin

26.	Howard Varney
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SCHEDULE D: SACTJ Membership Fees - Sliding Scale Proposal

Annual budget	Annual fee
Less than R500 000	R0
R500 000 – R2 000 000	R1 000
R2 000 000 – R10 000 000	R3 000
R10 000 000 – R40 000 000	R5 000
Over R40 000 000	R10 000

ENDS.