



## CERTIFICATE OF REGISTRATION OF NONPROFIT ORGANIZATION

In terms of the Nonprofit Organisation Act, 1997, I am satisfied that

**Kuthetha Nathi / Talk To Us.**

-----  
(name of the organisation)

meets the requirements for registration.

The organisation's name was entered into the register on **06 August 2020**  
(date)

Registration number **247-672 NPO**

Director's signature

*M. Mufson*

Department of Social



Development



social development

Department:  
Social Development  
REPUBLIC OF SOUTH AFRICA

Private Bag X901, Pretoria, 0001, 134 Pretorius Street, HSRC Building, Pretoria  
Tel: (012) 312 7727, Fax: 086 457 3452, e-mail: [NPOEnquiry@socdev.gov.za](mailto:NPOEnquiry@socdev.gov.za)

Enquiries: Directorate Non-Profit Organisations

Reference Number: 247-672 NPO

The Chairperson  
**Kuthetha Nathi/ Talk To Us.**  
Unit 304 Shoreman  
199 Beach Road  
Three Anchor Bay  
8005

**APPLICATION FOR REGISTRATION IN TERMS OF NON-PROFIT ORGANISATIONS ACT, 1997 (ACT 71 OF 1997): Kuthetha Nathi/ Talk To Us.**

With reference to your application for registration in terms of the Non-Profit Organisation Act 1997, please find herewith attached certificate of registration as well as a certified copy of registered constitution. The name of your organization was entered into the register on: 06 August 2020

Please be advised that every registered organisation must:

- Reflect its registered status or registration number on all its documents;
- Submit financial statements (compiled by **registered accounting officer** or a firm of auditors/accountants) and a narrative report effective from the date of registration;
- In terms of section 60 of the Close Cooperation Act, (No 69, 1984) an accounting officer means a person should be a registered member of one of following Accounting and Auditing professions e.g. The Institute of Administration and Commerce of Southern Africa, The Chartered Association of Certified Accountants, The South African Institute of Chartered Accountants etc. No person shall be appointed as or hold the office of an accounting officer of a corporation unless he/she is a member of recognized profession as stated above. A member or employee of corporation and a firm whose partner or employee is member or employee of an association/company shall not qualify for appointment as an accounting officer of such corporation unless all the members consent in writing to such appointment;
- A narrative report, which would detail any additions or changes of its office-bearers, name or address and its own constitution or founding documents. A copy of the



format of the model narrative report is available on the NPO website [www.npo.gov.za](http://www.npo.gov.za) or on request.

Please note that in terms of section 17 and 18 of the Act, your organisation is expected to submit the above reports within **9 months after the end of its financial year**. Failure to comply with this requirement may lead to cancellation or deregistration of the organisation from the register of NPO's.

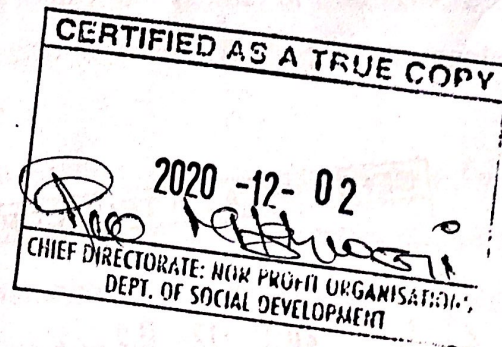
For any further inquiries please contact our office on the provided contact details.

Kindly note that you can submit electronic documentation at [www.npo.gov.za](http://www.npo.gov.za).

**Yours faithfully**

**DIRECTOR: NONPROFIT ORGANISATIONS**  
**DATE :06/08/2020**

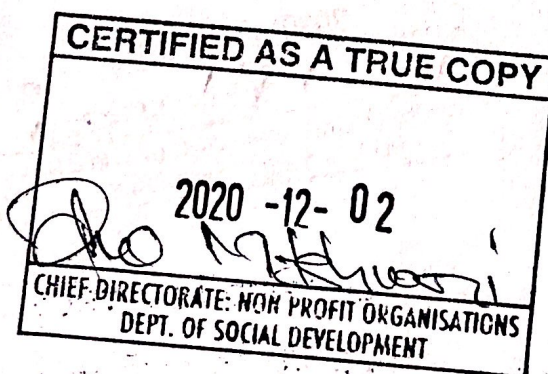
**KUTHETHA NATHI  
CONSTITUTION**





# Table of Contents

1. NAME	3
2. BODY CORPORATE	3
3. OBJECTIVES	3
a) The organisation's main objectives are to:	4
b) The organisation's secondary objectives will be to:	4
4. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE	4
5. POWERS OF THE ORGANISATION	5
6. MEETINGS	5
6.1 Annual General Meetings (AGMs)	6
6.2 Special General Meetings	6
6.3 Ordinary Meetings	7
6.4 Notices of Meetings	7
6.5 Quorums	8
6.6 Procedures at Meetings	8
6.7 Making decisions in meetings	8
6.8 Records of meetings	9
7. INCOME AND PROPERTY	9
8. FINANCES AND REPORTS	10
9. AMENDMENTS TO THE CONSTITUTION	10
10. DISSOLUTION/CLOSING DOWN	10



## 1. NAME

1.1 The organisation hereby constituted will be called Kuthetha Nathi / Talk to Us.

1.2 Its shortened name will be Kuthetha Nathi (hereinafter referred to as the organisation).

## 2. BODY CORPORATE

The organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

## 3. OBJECTIVES

a) *The organisation's main objectives are to:*

- To develop a national South African resource and network of affordable face-to-face non-psychological counselling and coaching services. Non-psychological counselling and coaching may be defined as the process of assisting and guiding clients, especially by a trained person, for cognitive, emotional, or social problems and/or difficulties, or traumatic debriefing.
- To facilitate easier access to affordable counselling and coaching services for the ordinary South African.
- To facilitate support to mental health professionals registered with the HPCSA to provide supervision and training to non-psychological counsellors.
- To facilitate, through the appointment of mental health professionals registered with the HPCSA, that non-psychological counsellors act within their scope of practice, according to established ethical protocols, and to make appropriate referrals, in the best interest of the client.
- To facilitate training workshops for the non-psychological counsellors at regular intervals.

2020 -12- 02  
CHIEF DIRECTORATE: NIA  
DEPT. OF S...  
TRUE COPY



*b) The organisation's secondary objectives will be to:*

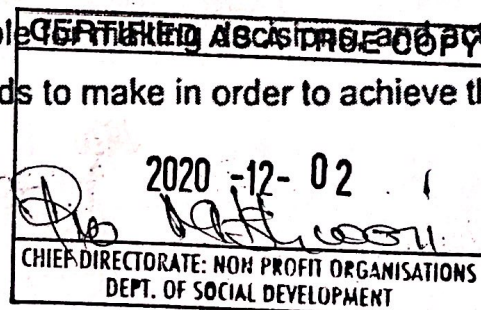
- To work in collaboration with mental health professionals and organisations to ease the burden on public mental health services.
- To promote its services to the general public.

#### **4. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE**

- 4.1 The Office Bearers will oversee the organisation. The Office Bearers will be made up of not less than three members. They are the Board of governance of the organisation.
- 4.2 **Term of office:** Office bearers will serve for a period of three years which has been agreed to by the general membership at an AGM, and which shall not be exceeding three years. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.
- 4.3 **Vacancies:** The Office Bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Office Bearers.
- 4.4 **Resignation:** An Office Bearer may resign from office in writing.
- 4.5 **Disqualification or Removal** If an Office Bearer does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will find a new member to take that person's place.

#### **5. POWERS OF THE ORGANISATION**

- 5.1 The Board shall carry out the powers on behalf of the organisation and they shall manage the affairs of the organisation in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the organisation.
- 5.2 The Board is responsible for making decisions and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the





organisation as stated in point number 2 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.

5.3 The Board shall have the general powers and authority to:

5.3.1 raise funds or to invite and receive contributions.

5.3.2 buy, hire, or exchange for any property that it needs to achieve its objectives.

5.3.3 make by-laws for proper governance and management of the organisation.

5.3.4 form sub-committees as and when it is necessary for proper functioning of the organisation.

5.4 If the Board thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done faster, for example, it may want a sub-committee to do an inquiry.

5.5 The Board may delegate any of its powers or functions to a sub-committee provided that:

5.5.1 such delegation and conditions are reflected in the minutes of a Meeting.

5.5.2 at least one Office Bearer serves in the sub-committee.

5.5.3 there are two or more people in a sub-committee.

5.5.4 the sub-committee must regularly report back to the Board on its activities.

5.6 The Board must, in advance, approve all expenditure incurred by the sub-committee, and may revoke the delegation to the sub-committee, or amend the conditions of the delegation.

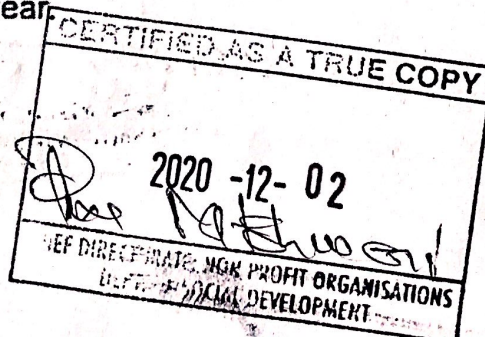
## 6. MEETINGS

### 6.1 Annual General Meetings (AGMs)

6.1.1. Stakeholders of the organisation must attend its annual general meetings.

6.1.2 The purpose of an Annual General Meeting (AGM) is to:

- Report back to stakeholders from the Office Bearers on the achievements and work over the past financial year.





- Make any changes to the constitution.
  - Enable members to decide on the policies of the organisation.
- 6.1.2 The annual general meeting must be held once every year, towards the end of the organisation's financial year.

6.1.3 The organisation should deal with the following business, amongst others, at its annual general meeting:

- Agree to the items to be discussed on the agenda.
- Write down attendees and who has sent apologies.
- Read and confirm the previous meeting's minutes with matters arising.
- Chairperson's report.
- Treasurer's report.
- Changes to the constitution that members may want to make.
- Elect new office bearers.
- General.
- Close the meeting.

## 6.2 Special General Meetings

6.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

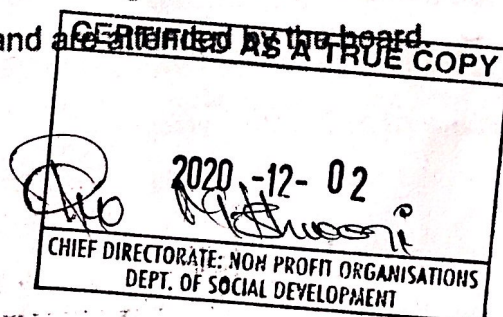
6.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.

6.2.3 The Board or not less than one-third of the members may call a Special General Meeting of the organisation.

6.2.4 Special meetings may be called when the Board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

## 6.3 Ordinary Meetings

6.3.1 Ordinary members' meetings are conducted to complete a standard order of business of the organisation. These are held half-way through the financial year and are attended by the board.





**6.3.2 The meetings of the Board will be held half-way through the financial year or when a need arises from time to time to conduct the business of the Board.**

## 6.4 Notices of Meetings

6.4.1 The Chairperson of the Board shall convene meetings. The appointed administration officer must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

6.4.2 However, when convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.

6.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post, or electronic communication or whichever manner it is convenient, to the address, or other similar particulars provided by the members.

6.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.

6.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

6.4.6 All members present at any meeting shall be deemed to have received notice of such meeting.

## 6.5 Quorums

**6.4.7 Quorums for all meetings of the organisation shall be a simple majority or two thirds ( $\frac{2}{3}$ ) of relevant members who are expected to attend.**

6.4.8 For the purpose of considering changes to this constitution, or the dissolution of the organisation, then a two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

6.4.9 All meetings of the organisation must reach a quorum before they can start.

2020-12-02



6.4.10 If, however, a quorum is not present within 15 minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within 14 days thereafter.

6.4.11 If no quorum is present at the reconvened meeting within 15 minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

## **6.6 Procedures at Meetings**

6.6.1 The Board may regulate its meetings and proceedings as it deems fit, subject to the following:

- That the Chairperson shall chair all meetings of the organisation, including that of the Board.
- That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

## **6.7 Making decisions in meetings**

6.7.1 Where possible, the decisions of the organisations shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

6.7.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.

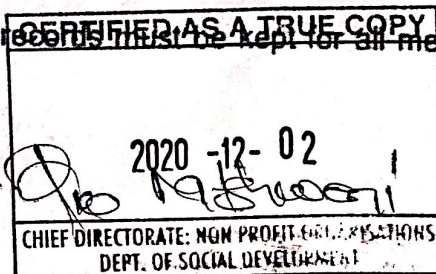
6.7.3 However, if supporting votes and opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.

6.7.4 All members must abide by the majority decision.

6.7.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the organisation, shall only be dealt with in terms of clauses 9 and 10 of this constitution.

## **6.8 Records of meetings**

6.8.1 Proper minutes and attendance records must be kept for all meetings





of the organisation.

6.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be, and shall thereafter be signed by the chairperson.

6.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

## 7. INCOME AND PROPERTY

7.1 The organisation will keep a record of everything it owns.

7.2 The organisation may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that an Office Bearers or member has done for the organisation. The payment must be a reasonable amount for the work that has been done.

7.3 The Board or a member of the organisation can only get money back from the organisation for expenses that the individual has paid for, or on behalf of, the organisation, and for which authorisation has been duly granted.

7.4 The Board or members of the organisation do not have rights over things that belong to the organisation.

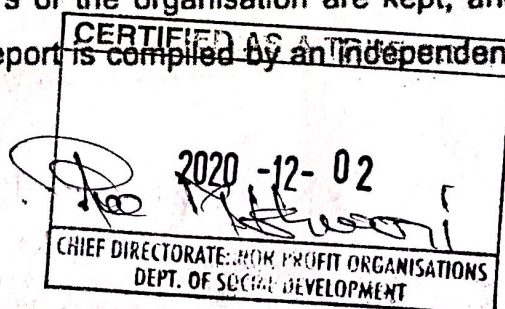
## 8. FINANCES AND REPORTS

8.1 **Bank Account:** The Board must open a bank account in the name of the organisation with a registered Bank.

8.2 **Signing:** Documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and, at least, one other member of the organisation must have written authorization prior to the withdrawal.

8.3 **Financial year-end:** The financial year end of the Organisation shall be end of June every year.

8.4 **Financial Report:** The Board must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered



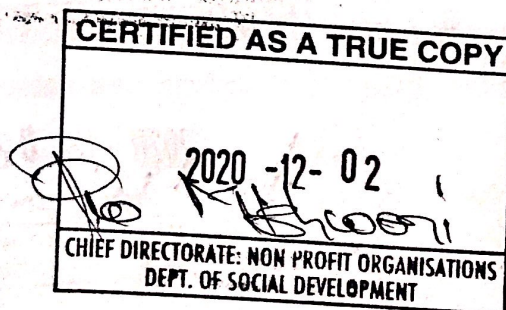


Accounting Officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation.

- 8.5 The Treasurer is responsible for making sure that the money of the organisation is safe and is accounted for.
- 8.6 The Treasurer must also make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures, and balances that remain, according to accounting practices of the organisation.
- 8.7 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. The organisation may obtain securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation may go to different banks to seek advice on the best way to look after its funds.

## 9. AMENDMENTS TO THE CONSTITUTION

- 9.1 The constitution may only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ( $\frac{2}{3}$ ), or at least 67%, of the members who are at the annual general meeting, or special general meeting. Members must vote at this meeting to change the constitution.
- 9.2 For the purpose of considering changes to this constitution, a two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution.
- 9.3 As provided for in clause 6, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 9.4 No amendments may be made which would cause the organisation to close down or stop to function or die away.





## 10. DISSOLUTION/CLOSING DOWN

- 10.1 The organisation may dissolve or close down if at least two thirds ( $\frac{2}{3}$ ) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 10.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over, it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.
- 

This constitution was approved and accepted by members of  
Kuthetha Nathi / Talk to Us

At a special (general) meeting held on 23 August 2019

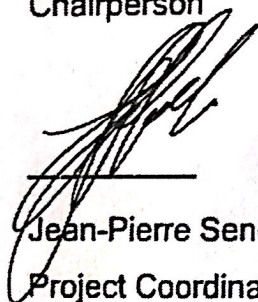
Day/Month/Year



Daniel Rabinowitz  
Chairperson



Francisco Pepino  
Secretary



Jean-Pierre Senekal  
Project Coordinator

