



CONSTITUTION

1. The organization shall be known as: **Rainbows for All Children**, doing business as **Rainbows**.
2. Rainbows came into existence in South Africa through the signing of The National Chapter Agreement between Dr. Willie Andries Strydom (**Licensee**) and Mrs. Suzy Yehl Marta, the President of Rainbows (**Licensor**). This agreement was signed on the 1st of May 2012.

The Licensor hereby grants the Licensee -

- An exclusive license to provide Licensor's support group programs (specified in Exhibit B - The Services - in the National Chapter Agreement) in South Africa as stated in the terms and conditions of the Agreement.
 - An exclusive license to use the Proprietary Rights (including Licensor's curricula) in relation to The Services, in South Africa. These are also subject to the provisions stipulated in the agreement.
3. The Licensee shall provide The Services in accordance with the Licensor's standards of quality and requirements. This includes the Licensor's methods as to service, confidentiality and advertising as set out in Licensor's Chapter Operations Manual.
 4. This Constitution may not be in violation with The National Chapter Agreement and the Chapter Operational Manual.
 5. Changes or amendments made to the Constitution, The National Chapter Agreement and the Chapter Operational Manual on advice by the Governing Board will only be valid if it is in writing and signed by both the Licensor and Licensee.

Changes to the constitution:

- The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
 - Two thirds of the members shall be present at the meeting ('the quorum') before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in the following bullet point.
 - A written notice 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.
6. The objective of the organization is to help children, teenagers and adults who have lost a loved one through death or divorce, or who are suffering from any traumatic change in life.

The objective of the organization is accomplished by the provision of programs that offer training, guidance, curricula, adjunct materials and instruction to volunteers to aid them in providing support groups.

The process in achieving this goal is as follows:

- Awareness on the emotional impact of loss
- Establishing accredited sites at schools, churches, youth centers etc.
- Training of volunteers to run support groups at the sites
- Supply all training material and curricula to the sites
- Supply materials to all participants in the support groups free of charge
- Provide continuous support to all accredited sites

7. Rainbows South Africa is an independent international chapter of Rainbows for All Children, a not for profit corporation organized under the laws of the United States of America.
8. As set out in the Chapter Operational Manual, Rainbows will be managed by a Governing Board. The Governing Board will be made up of not less than 8 members. These are office-bearers.

The organization shall:

- Exist in its own right, separately from its members.
 - Be able to own property and other possessions.
 - Be able to sue and be sued in its own name.
9. The Governing Board is formed by volunteers who are experts in their respective fields and appointed according to the needs of the organization. Membership is open to anybody and no fees are payable.
 10. The president of Rainbows for All Children is a member of the Governing Board.
 11. The Governing Board will approach individuals on the grounds of their expertise and the needs of the organization to become a member of the Governing Board. The availability and willingness of the individual to serve on the Governing Board will be discussed at the next meeting before the individual is officially appointed as a member of the Governing Board.
 12. Members of the Governing Board may resign by giving written notification of his/her resignation. A new member will then be appointed. If the resignation is deemed to inhibit the functioning of the organization, a new member may be appointed by the Licensee until such time that the Governing Board is able to appoint an individual according to point 9.

Rainbows will continue to exist even when its membership changes and there are different office bearers.

13. If a member of the Governing Board is unable to perform its duties for whatever reason, such a member will be asked by the Governing Board to resign. The Governing Board has got the final say in this matter.
14. Members and Office Bearers of the Governing Board –
 - Have no rights in the property or other assets of the organization solely by virtue of being members or Office Bearers.

- Do not become liable for any of the obligations and liabilities of the organization solely by virtue of their status as members or Office Bearers of the organization.
- Are not liable for any loss suffered by any person as a result of an act or admission which occurs in good faith while the Office Bearer is performing functions on behalf for or on behalf of the organization.

15. The Governing Board meets at the end of each quarter. Notice of the meeting is given 14 (fourteen) days prior to the meeting. The secretary of the Rainbows office takes minutes of the meeting and sends these to each member within 7 (seven) days after the meeting.

The minutes of the meetings must be kept safely and always be on hand for members to consult.

The Governing Board takes a legal decision on the basis of 50% (Fifty present) plus 1 (one) of all the members present. At least 75% of the Office Bearers must be present to form a quorum.

16. The Governing body –

- Oversees the work of Rainbows and makes recommendations.
- Ensures the completion of all governmental forms.
- Ensures the sending of all required reports and communication to Rainbows International Headquarters.
- Ensures that a budget for each financial year, ending the 28th of February is drawn up and that all financial statements are presented for approval to the Governing Body and Rainbows International Headquarters.
- Ensures that all financial commitments to Rainbows International Headquarters are met.
- The organization's financial transactions shall be conducted by means of a banking account.
- Gives permission to the Chief Executive Officer to open a bank account in the organization's name. At least one member's signature plus the signature of the Chief Executive Officer is required on every cheque.
- Gives permission to the Chief Executive Officer to make investments on behalf of Rainbows if necessary.
- Appoints a registered accounting firm to audit the finances of Rainbows.
- The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the organization.

17. The members of the Governing Board are not entitled to any form of remuneration.

The organization may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organization. Their payment must be a reasonable amount for the work that has been done.

The Governing Board may appoint paid employees if the need arises or to further the cause of Rainbows. The Governing Board will determine the numeration and sign the employment agreement contract.

18. Rainbows in South Africa exists because of The National Chapter Agreement between the Licensor and Licensee. The dissolution of the organization is determined by the termination of the Agreement as stipulated in points 17-20 of The National Chapter Agreement:

- (i) Subject to the provisions of paragraph 6 of the National Chapter Agreement, this Agreement shall continue until terminated, for any reason whatsoever, by either party upon the giving of two (2) months written notice to the other party. Any such notice may be sent by fax, courier, mail or any other ordinary means of delivery to the last-known applicable address of the recipient party. Such notice shall be deemed to have been delivered within the time normal and usual to the medium selected for the delivery.
- (ii) Subject to earlier termination by either party according the terms of this Agreement, the duration of the license granted by this Agreement is indefinite.
- (iii) Upon termination of this Agreement, Licensee shall immediately cease to use, and thereafter shall make no further use of the Services or the Proprietary Rights, and shall make no claim to have the right to use any further the Services or the Proprietary Rights in the Territory or any other area.
- (iv) Upon termination of this Agreement, Licensee shall not be entitled to a refund or rebate in whole or in part of the initiation fee, support fees or any other similar fees herein agreed to be paid.

19. The Governing Board will oversee the process of dissolution and ensures that all requirements in terms of The National Chapter Agreement and the applicable South African Laws are adhered to.

The organization may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favor of closing down.

When the organization 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 organization. It should be given in some way to another nonprofit organization that has similar objectives. The organization's general meeting can decide what organization this should be.

20. This constitution shall be valid until such time as when it is amended or changed with the written consent of both parties



Dr. Willie Andries Strydom

Suzy Yehl Marta

Chief Executive Officer

President of Rainbows

Date: 16/09/2012

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