



Child Accident Prevention Foundation of Southern Africa

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**Subject: Amplification of the rationale for the agenda item at the forthcoming Annual General meeting in terms of which certain changes to the Constitution of the Foundation are tabled.**

This is an explanatory memorandum setting out the salient features and motivation for the proposed changes to the Constitution of the Foundation to be decided upon at the forthcoming Annual General Meeting

#### Background

One of the proposed agenda items at the forthcoming Annual General Meeting of the Foundation, is the proposed changes to the Constitution of the Foundation. The detail changes to the Constitution have been circulated as part of the notice of the Annual General Meeting by way of 'track changes' to the Word document format of the current Constitution. This document sets out the salient features of the proposed changes in a summarized format to assist members in their preparation for the forthcoming Annual General Meeting.

#### Summary of Proposed Changes

The Board has reviewed the current Constitution and has identified certain aspects thereof that would benefit the Foundation if it were amended. The issues identified were:

- The proposed amendment to the Constitution makes it clearer that the Foundation is a separate and distinct entity from the members comprising it.
- The Foundation would strive to achieve its objectives, but can only do so within its available resources and the achievement of the objectives of the Foundation are accordingly to be couched taking cognizance of these constraints.
- It is proposed that Membership would in future be free of charge as the membership fees have not significantly contributed to the funding of the Foundation and the administrative burden of collection of payments due in respect of Membership outweigh the benefits.
- Various aspects of the Constitution have been amended with the objective of improved corporate governance, transparency and accountability. These include the fact that employees and consultants will no longer be eligible to become members, board members may not be connected (related) to each other, the board members and office bearers are no longer appointed indefinitely, and stricter eligibility and disqualification criteria for members and board members have been introduced.
- Improved oversight over the financial governance of the Foundation have been introduced into the Constitution.

#### Conclusion

The Board believes that the proposed changes to the Constitution of the Foundation will lead to improved corporate governance, transparency and accountability which in turn will, it is believed, result in the Foundation being more attractive to Funders who will have an improved assurance that funding received will be appropriately expended by the Foundation in the course and furtherance of its objectives.