

CONSTITUTION
OF
THE NATIONAL ACCREDITATION BOARD
FOR FAMILY MEDIATORS

TABLE OF CONTENTS

1.	PREAMBLE	3
2.	DEFINITIONS AND INTERPRETATION	4
3.	NAME OF THE ASSOCIATION	8
4.	LEGAL STATUS	8
5.	MISSION	8
6.	VISION	8
7.	OBJECTIVES	9
8.	STRUCTURE OF NABFAM	10
9.	POWERS OF THE EXECUTIVE COMMITTEE	11
10.	ACCREDITATION STANDARDS	15
11.	ACCREDITATION OF MEDIATORS & PARENTING COORDINATORS	16
12.	AFFILIATION OF MEMBER ORGANISATIONS	17
13.	RIGHTS AND DUTIES OF MEMBER ORGANISATIONS	17
14.	THE COMPOSITION OF THE EXECUTIVE COMMITTEE	18
15.	MEETINGS	21
16.	VOTING & PROXIES	23
17.	TRANSFORMATION AND REPRESENTIVITY	24
18.	CODE OF CONDUCT	25
19.	AMENDMENTS TO THE CONSTITUTION	26
20.	DISSOLUTION	26
21.	INDEMNITY	27
22.	INTERPRETATION OF THE CONSTITUTION	28
23.	NPO AND PBO STATUS	28

1. PREAMBLE

The National Accreditation Board for Family Mediators (NABFAM) was officially launched on 23 March 2010. It was originally established as a standing committee of the Africa Centre for Dispute Settlement (ACDS) at the University of Stellenbosch Business School.

The establishment of NABFAM emerged from the need for a national accrediting body in South Africa which would promote:

- mediation and other appropriate dispute resolution mechanisms in family matters;
- the ethical standards and integrity of family dispute resolution professionals in South Africa; and
- transformation in the industry.

The commencement of certain sections of the Children's Act 38 of 2005 represented the immediate context for the formation of NABFAM and its focus on family dispute resolution practices in terms of the Children's Act.

The founding members of NABFAM were Family Life Centre, the South African Association of Mediators (SAAM), the Family Mediators' Association of the Cape (FAMAC) and the KZN Association of Family Mediators (KAFAM).

NABFAM is no longer operating as a committee of ACDS.

The current NABFAM membership – being the South African Association of Mediators (SAAM), the Family Mediators' Association of the Cape (FAMAC), the Social Justice Association of ADR Practitioners (SJA), and the KZN Society of Family Mediators (KZN SoM) – are desirous of NABFAM acquiring legal rights of standing as a distinct voluntary association and that it be formally established as a registered nonprofit organisation (NPO) holding the status of a Public Benefit Organisation (PBO) whose activities comply with the public benefit activities described in Clause 2.1.13.

2. DEFINITIONS

2.1 Unless otherwise specified, the following definitions shall apply throughout this document:

2.1.1	Arbitration Act	shall refer to the Arbitration Act 42 of 1965.
2.1.2	Children's Act	shall refer to the Children's Act 38 of 2005.
2.1.3	Dispute Resolution Professionals	shall refer to suitably qualified dispute resolution practitioners, including family mediators, and parenting coordinators (PCs).
2.1.4	Family mediation	shall refer to the process whereby one or two impartial mediators assist a couple or family members in their discussions with one another, in relation to any family disputes that may exist between them, with a view to the resolution of such issues on an informed, voluntary basis. This includes divorce mediation, which is defined as a form of family mediation which relates specifically to any and all matrimonial issues, including separation and divorce matters, questions concerning children, and issues relating to property, finance and maintenance.
2.1.5	Income Tax Act	shall refer to the Income Tax Act 58 of 1962.
2.1.6	King IV Report	shall refer to the <i>King IV Report on Corporate Governance in South Africa 2016</i> as compiled by the King Committee on Corporate Governance in South Africa.
2.1.7	Members/Member Organisations	shall refer to organisations that have met the criteria for membership and affiliation with NABFAM and/or the persons on the Executive Committee who act as representatives of such organisations.

2.1.8 NABFAM	shall refer to the National Accreditation Board for Family Mediators and Parenting Coordinators.
2.1.9 NABFAM Code of Conduct	shall refer to the NABFAM Code of Professional Conduct for mediators and parenting coordinators as set out in the NABFAM National Standards for Family Mediation and Parenting Coordination.
2.1.10 National Standards	shall refer to the NABFAM National Standards for Family Mediation and Parenting Coordination published by NABFAM from time to time.
2.1.11 National Minimum Standards	shall refer to the National Minimum Standards published by NABFAM for the accreditation and/or affiliation of dispute resolution professionals, training courses and trainers across South Africa (also referred to as the NNS Document).
2.1.12 National Register	shall refer to the national register listing the accredited family mediators and parenting coordinators which list shall be maintained by NABFAM in terms of the NNS Document.
2.1.13 Nonprofit Organisations Act	shall refer to the Nonprofit Organisations Act 71 of 1997.
2.1.14 Parenting Coordination	shall refer to a child-focused ADR process in which a mental health professional or legal professional with mediation training and experience assists high-conflict parties in implementing parenting plans and resolving pre- and post-divorce parenting disputes in an

immediate non-adversarial, court-sanctioned, private forum, by:

- assessing the parties' compliance with parenting plans, settlement agreements and/or court orders and assisting them to correctly implement such plans, agreements and/or orders;
- educating both parties regarding the risk factors of family separation for their children;
- facilitating communication between the parties and with other persons involved with their children;
- monitoring and overseeing the case *inter alia* by referring the parties to other professionals;
- mediating disputes; and
- as a last resort, issuing directives where the parties cannot reach an agreement on parenting issues.

2.1.15 Public Benefit Activity

shall refer to the public benefit activity / activities (PBA/PBAs) listed in Part 1 of the Ninth Schedule to the Income Tax Act as undertaken by Public Benefit Organisations and which PBAs shall for purposes of this constitution be deemed to include: (a) Activities under Part I: Welfare and Humanitarian, more specifically article (i) dealing with conflict resolution; and article (l) dealing with the promotion or protection of family stability; and (b) Activities under Part I: Education and Development, more specifically articles (q) and (r) thereof.

2.1.16 **Public Benefit Organisation** shall refer to a public benefit organisation (PBO) as defined in section 30(1) of the Income Tax Act.

2.2 A reference to any legislation (including statutes, ordinances, regulations, and by-laws) must be construed as a reference to that legislation as at the date on which this Constitution has been adopted, and as may be amended or re-enacted or substituted from time to time.

2.3 Headings of clauses are deemed for convenience only and shall not have any relevance in the interpretation of this Constitution.

2.4 Unless inconsistent with the context:

- words signifying the singular shall include the plural and vice versa.
- words signifying natural persons shall include reference to artificial persons and vice versa.
- words signifying the masculine gender shall include reference to the female and neutral genders and vice versa.

3. NAME OF THE ASSOCIATION

The name of the association shall be the National Accreditation Board for Family Mediators (hereinafter referred to as NABFAM).

4. LEGAL STATUS

The association shall be a non-profit organisation with legal standing apart from its members, with perpetual succession notwithstanding changes in the composition of its members or office bearers, with limited liability and shall be capable in law of suing and of being sued in its own name, of acquiring, holding and alienating movable and immovable property, and of performing all such acts as are necessary or incidental to the carrying out of its objectives and the performance of its functions and duties in terms of its Constitution. The association shall have an identity and existence distinct from its members and office bearers.

5. MISSION

NABFAM exists to be a co-ordinating umbrella body to provide support, research, and affiliation to the various ADR organisations which offer training and services in the family mediation and parenting coordination arena. NABFAM is also committed to promoting the recognition of mediation as the preferred dispute resolution methodology for families and professionalising family mediation in South Africa.

6. VISION

NABFAM'S vision includes the following:

- 6.1 to be the leading authority in South Africa for advancing and upholding agreed upon standards for family dispute resolution processes;
- 6.2 to foster ethical mediation and parenting co-ordination practices;
- 6.3 to promote inclusivity and transformation in the family mediation and parenting coordination sectors;
- 6.4 to work towards mediation becoming a widely accepted option of first resort for family law disputes; and
- 6.5 to investigate, establish, promote, and uphold family mediation as a recognised and credible profession in South Africa, as contemplated in Clause 9.2.28 below.

7. OBJECTIVES

- 7.1 The primary aim of NABFAM is to assume the role of a national industry representative accrediting body for family mediation and parenting coordination. In so doing, NABFAM seeks to establish the gold standard of competency for family mediators and parenting coordinators (PCs), to promote the professionalisation of family mediation and parenting coordination, and to instil general public confidence in family mediation as the preferred conflict resolution process for family-related disputes. NABFAM's objectives accordingly include the following:

- 7.1.1 Promote, regulate, and record the standards of Alternative Dispute Resolution (ADR) mechanisms in family matters;
- 7.1.2 Define and publish national accreditation standards for family mediators, family mediation courses and family mediation trainers;
- 7.1.3 Promote, regulate, and record standards for training of mediators;
- 7.1.4 Facilitate adherence by all family mediators to a standard code of conduct;
- 7.1.5 Define and publish national minimum accreditation standards for parenting coordinators, parenting coordination courses and parenting coordination trainers;
- 7.1.6 Revise the standards for family mediation and parenting coordination from time to time;
- 7.1.7 Maintain and publish a national register of accredited family mediators, family mediation courses, family mediation trainers, parenting coordinators, and parenting coordination courses;
- 7.1.8 Actively promote transformation and representation in the family mediation industry;
- 7.1.9 Maintain adherence to the accreditation standards by all member organisations; and
- 7.1.10 Encourage mediation organisations that work within the family sector to affiliate with it as a member organisation, the scope and extent of such affiliation to be governed by Section G of the NNS Document.
- 7.2 NABFAM may, in order to carry out any of the aforesaid objectives, formally and informally co-operate and liaise with any international, national, regional, and local association or body having similar objectives to those set out in this Constitution.
- 7.3 All activities of NABFAM shall be carried out in a non-profit manner and with an altruistic or philanthropic intent.

8. STRUCTURE OF NABFAM

8.1 The framework under which NABFAM shall operate, is as follows:

8.1.1 A registered membership comprising affiliated mediation organisations as contemplated in Clause 12 below; and

8.1.2 A NABFAM Executive Committee consisting of three representatives from each affiliated mediation organisation subject to the affiliated mediation organisation being in good standing with NABFAM at the time of the annual nomination of representatives onto the NABFAM Executive Committee.

9. POWERS OF THE EXECUTIVE COMMITTEE

9.1 The powers to make decisions for NABFAM shall vest in and be exercised by the Executive Committee.

9.2 The Executive Committee shall have the following general powers:

9.2.1 to take such action as may be required to achieve the goals laid down in the Mission, Vision and Objectives of this Constitution;

9.2.2 to prepare the business plan for NABFAM on an annual basis along with any other reports considered appropriate by the Executive Committee in furtherance of the Mission, Vision and Objectives of NABFAM;

9.2.3 to consider any application for affiliation from a prospective member organisation;

9.2.4 to elect from their number the office bearers of the association as set out in Clause 14 below;

9.2.5 to appoint the NABFAM accountants;

9.2.6 to open and operate an account or accounts with any registered financial institution and to make payments by means of electronic transfers, or any other acceptable negotiable instrument;

- 9.2.7 to enter into any agreement on behalf of NABFAM to achieve its aims and objectives in line with the Mission, Vision, and Objectives of NABFAM;
- 9.2.8 to institute and defend all legal proceedings in the name of NABFAM when to do so would be in the best interests of NABFAM. Where such actions are in the sole discretion of the Executive Committee deemed not or no longer to be in the best interests of NABFAM, the Executive Committee shall have the power and duty to take all the necessary steps to settle any such legal action outside of court whether by mediation or through the appointment of an arbitrator;
- 9.2.9 to call the Annual General Meeting of NABFAM;
- 9.2.10 to manage, insure, sell, lease, mortgage, dispose of, give in exchange for, work, develop, build on, improve, or in any other way deal with its undertaking or any parts of its property or assets. NABFAM shall not have the power to carry on any business including *inter alia* ordinary trading operations in the commercial sense, speculative transactions, and dividend stripping activities outside of its Mission, Vision and Objectives;
- 9.2.11 to invest any monies belonging to NABFAM not immediately required for any of its objectives or commitments, in such manner as may from time to time be determined by the Executive Committee, provided that the income or profits from any investment or any other source shall be applied to the furtherance of NABFAM's Mission, Vision and Objectives as set out in this Constitution and not to the payment of any dividend to any of its members;
- 9.2.12 to appoint and dismiss any persons in its employ, as it may deem fit, and on such terms as it may from time to time consider expedient and in line with the applicable South African labour legislation;
- 9.2.13 to pay remuneration commensurate with services rendered. NABFAM will not pay any remuneration defined in the Fourth Schedule of the Income Tax Act to any employee or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to services rendered and will not economically benefit any person in a manner which is not consistent with its Mission, Vision and Objectives;

- 9.2.14 to receive annual subscriptions and any and all other revenue accruing to NABFAM;
- 9.2.15 to raise funds to enable NABFAM to meet its Objectives;
- 9.2.16 to acquire by purchase or other means, furniture, office fittings, office equipment, stationery, and any other movable property, reasonably necessary for the furtherance of NABFAM's Objectives, and to dispose of same by way of sale or otherwise save that NABFAM members including the Executive Committee shall have no personal rights in any property or asset belonging to NABFAM solely by virtue of their being NABFAM members and/or members of the Executive Committee;
- 9.2.17 to establish such sub-committees as may be required or desired and to prescribe for the control, management, administration, and regulation of such sub-committees and their affairs insofar as these are not regulated for herein, and to delegate to them such powers as may be deemed necessary. All sub-committees will meet at the frequency determined by the Executive Committee and will, where required by the Executive Committee, provide written feedback in respect of any activity undertaken by such sub-committee;
- 9.2.18 to overrule any decision of any sub-committee established in terms of Clause 9.2.17 of this Constitution on the basis that such decision is substantially inconsistent with NABFAM's Mission, Vision and/or Objectives as set out in this Constitution;
- 9.2.19 to terminate the mandate of any sub-committee (whether full or in part) and/or to dissolve any sub-committee created in terms of this Constitution:
- i. on completion of its mandate; or
 - ii. where such sub-committee no longer abides by the spirit, purport, and objects of this Constitution generally;
- 9.2.20 to make, and from time to time alter, amend, or rescind rules for the carrying out of the business of NABFAM and to provide for all other matters which in terms of this Constitution may be prescribed;

- 9.2.21 to maintain a register of accredited family mediators and parenting coordinators as provided by the member organisations;
- 9.2.22 to consider and approve the budget and financial statements of NABFAM and any sub-committee or project falling under the auspices of NABFAM;
- 9.2.23 to distribute funds in its discretion:
- i. to any project falling under the auspices of NABFAM; and/or
 - ii. to a NABFAM sub-committee;
- 9.2.24 to set up projects and sub-committees in accordance with the directives of any donor where the said directives are in line with the objectives of NABFAM, save that where no such directive is available, in accordance with the Executive Committee's sole and unfettered discretion, subject to the limitations set out in terms of the Nonprofit Organisations Act and the applicable provisions of the Income Tax Act;
- 9.2.25 to distribute any and all remaining funds of any project or any sub-committee dissolved in terms of Clause 9.2.19. Such distribution is to be in accordance with the Executive Committee's sole and unfettered discretion provided that no other directive was attached by a donor in respect of any funded task undertaken by such project or sub-committee;
- 9.2.26 to allow NABFAM to become a member or an affiliate of any other related organisations/associations if such is in the interests of NABFAM;
- 9.2.27 to raise funds, collect and receive contributions, bequests, grants, subscriptions, subsidies, or donations from any source whatsoever, and whether or not subject to any special trust or condition. Provided that NABFAM shall be prohibited from accepting any donation which is revocable at the insistence 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 in terms of section 18A of the Income Tax Act 1962 as amended. Provided that a donor (other than a donor which is an approved public benefit organisation, or an institution, board or body which is exempt from tax in terms of section

10(1)(cA)(i) of the Act, which has as its sole object or principal object the carrying out of any public benefit activity) 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;

9.2.28 to investigate, establish, promote, and uphold family mediation as a recognised and credible profession in South Africa. In fulfilling this mandate, the Committee shall:

- i. ensure alignment of training programmes and qualifications with the South African Qualifications Authority (SAQA) standards and the Quality Council for Trades and Occupations (QCTO) requirements;
- ii. promote best practices through research, education, and practitioner support initiatives;
- iii. advocate for the recognition, regulation, and institutionalisation of family mediation within the South African legal and social development frameworks;
- iv. engage collaboratively with government departments, the judiciary, civil society, academic institutions, and other relevant stakeholders; and lastly

9.2.29 to do all things necessary or incidental to the specific powers as enunciated above, in so far as such is necessary for the furtherance and achievement of NABFAM's Mission, Vision and Objectives as set out in this Constitution.

9.3 Any income and profit in NABFAM's favour derived from whatever source shall be applied solely towards the promotion of NABFAM's Mission, Vision and Objectives as set out in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, or by way of profit, to persons who at any time may be or have been members of NABFAM, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any NABFAM officers or employees or to any NABFAM member or other person in return for any services actually rendered to NABFAM.

10. ACCREDITATION STANDARDS

- 10.1 In accordance with one of its primary objectives, NABFAM shall define and publish in a National Standards document, criteria for the affiliation of member organisations and national minimum standards for accreditation for each of the following:
 - 10.1.1 Family mediators;
 - 10.1.2 Master family mediators;
 - 10.1.3 Family mediator supervisors and trainers;
 - 10.1.4 Training programs and assessment requirements for mediators;
 - 10.1.5 Continued accreditation of family mediators;
 - 10.1.6 Continued professional development points allocation;
 - 10.1.7 Parenting coordinators;
 - 10.1.8 Parenting coordinator trainers; and
 - 10.1.9 Training programs and assessment requirements for parenting coordinators.
- 10.2 In defining criteria for affiliation and/or national minimum standards for accreditation, NABFAM shall be obliged to give due consideration to the following:
 - 10.2.1 Established South African and international best practice for accreditation of family mediators;
 - 10.2.2 The diversity of cultural, social, and religious practices in South Africa;
 - 10.2.3 Established Indigenous traditions and usage regarding mediation and inclusive dispute resolution; and
 - 10.2.4 Any relevant legislation regulating dispute resolution generally and mediation practices and professionals more specifically.
- 10.3 In defining criteria for affiliation and/or national minimum standards for accreditation, NABFAM shall be allowed to investigate, develop, and establish different categories of accreditation, each with specific accreditation criteria and fields of application.

11. ACCREDITATION OF MEDIATORS AND PARENTING COORDINATORS

- 11.1 The accreditation of family mediators and parenting coordinators shall be through affiliated member organisations who shall be required to meet the criteria set out in in Section G of the NNS Document under the heading: “Criteria for affiliation of NABFAM member organisations” and who shall be required to manage the accreditation of their own members in accordance with the framework provided by this Constitution and the NNS Document.
- 11.2 Member organisations shall keep their own registers of accredited family mediators and parenting coordinators and shall upon the request of NABFAM submit such to NABFAM for inclusion in the national register of accredited family mediators and parenting coordinators.
- 11.3 The details of family mediators and parenting coordinators shall be retained in the national register for a period of a year, whereafter the member organisation shall be required to again certify that the family mediator or parenting coordinator still meets the minimum standard. If such confirmation is not received prior to end of the period, that person’s details shall be removed from the national register.
- 11.4 Affiliated member organisations shall be obliged to pay an annual registration fee to NABFAM in respect of every family mediator and parenting coordinator included in the national register, in an amount to be determined by NABFAM on an annual basis.

12. AFFILIATION OF MEMBER ORGANISATIONS

- 12.1 Any organisation that wishes to be affiliated with NABFAM may apply for such affiliation to the Executive Committee.
- 12.2 An organisation requiring affiliation with NABFAM must satisfy the criteria for affiliation as defined in Section G of the NNS Document under the heading: “Criteria for affiliation of NABFAM member organisations”.
- 12.3 The Executive Committee shall be entitled to reject any application for affiliation to NABFAM that does not satisfy the criteria mentioned in Clause 12.2.

13. RIGHTS AND DUTIES OF MEMBER ORGANISATIONS

13.1 Once affiliated, a member organisation:

13.1.1 must adhere to and implement the national minimum accreditation standards;

13.1.2 must ensure that its accredited members are aware of and abide by the NABFAM Code of Professional Conduct for mediators, published in the NNS Document; and

13.1.3 shall be bound by the provisions of this Constitution.

13.2 Every member organisation shall be entitled:

13.2.1 to receive all notices, circulars, balance sheets, agendas of annual general meetings and other documents issued to member organisations by NABFAM;

13.2.2 to take part in any discussion on any matter at any annual general meeting (AGM) or special meeting of NABFAM;

13.2.3 to attend and participate in all conferences, lectures, workshops, symposia, courses, or other activities organised or sponsored by NABFAM subject to such limitations and on such terms and on payment of such fees as NABFAM determines;

13.2.4 to vote on any resolution at any AGM or special meeting of members and to nominate candidates to the Executive Committee; and

13.2.5 to nominate three representatives to stand for election to the Executive Committee and/or to hold any office on the Executive Committee.

13.3 Member organisations affiliated to NABFAM must in addition to the aforesaid, abide by the rules set out in Section G of the NNS Document marked "Criteria for affiliation of NABFAM member organisations".

14. THE COMPOSITION OF THE EXECUTIVE COMMITTEE

14.1 The Executive Committee shall be constituted as follows:

14.1.1 Three persons to be nominated by each of the affiliated member organisations.

- 14.1.2 The Executive Committee shall give specific attention to co-opting additional members to address issues regarding the representativity of the Executive Committee and/or to assist with specific tasks where specialist expertise may be required.
- 14.2 The period of office on the Executive Committee shall be four (4) years, provided that, after a period of two (2) years calculated from the formal inception date of NABFAM, and at an Annual General Meeting held on or near that date:
- 14.2.1 At least one third of the Executive Committee will step down (to be selected by lot, if sufficient members do not step down voluntarily).
- 14.2.2 The remaining members of the Executive Committee will serve for an additional two years on the Executive Committee.
- 14.2.3 The affiliated member organisations whose representatives have stood down in accordance with Clause 14.2.1 shall be required to nominate new persons to fill the resulting vacancies on the Executive Committee.
- 14.2.4 Nothing contained herein precludes an affiliated organisation from re-nominating the same individual(s) for re-election to the Executive Committee after their term has ended.
- 14.3 In nominating persons to serve on the Executive Committee, each member organisation shall take into account the need for the Executive Committee to be representative of the country's demographics.
- 14.4 The Executive Committee shall determine its procedures and processes subject to compliance with the requirements set out in the King IV Report and any further version thereof.
- 14.5 The Office bearers on the Executive Committee shall be a Chairperson, a Vice Chairperson and a Secretary who shall be elected at a NABFAM AGM and who shall serve for a period of two years.
- 14.6 The Chairperson shall be responsible for the coordination and facilitation of all NABFAM meetings and shall convene such meetings.

- 14.7 The Chairperson shall be responsible for the co-ordination and facilitation of the AGM and shall convene such AGM.
- 14.8 Where the Chairperson is unable to perform any of the tasks, the Vice Chairperson shall perform such tasks.
- 14.9 The Chairperson shall not hold office as such for more than two terms, that is, four years.
- 14.10 The office of Chairperson shall be rotated amongst the various member organisations.
- 14.11 The Secretary shall:
- 14.11.1 carry out the duties of the Secretary set out in this Constitution and/or delegate those functions to other Executive Committee members;
 - 14.11.2 keep a record of the proceedings of all NABFAM and Executive Committee meetings;
 - 14.11.3 issue notices of all meetings;
 - 14.11.4 keep a record of the members of the Executive Committee;
 - 14.11.5 attend to and prepare such other matters as the Executive Committee may from time to time require; and
 - 14.11.6 collate and maintain the register of mediators and parenting coordinators and liaise with the member organisations in regard to any matter relating thereto.

15. MEETINGS

ANNUAL GENERAL MEETING & SPECIAL MEETINGS

- 15.1 The financial year of the organisation shall be from 1 January to 31 December.

- 15.2 There shall be an AGM of the organisation within six months of the financial year-end, which shall take place by no later than the end of June of each year.
- 15.3 The Chairperson shall be responsible for setting the date of the AGM and shall give twenty-one days written notice of such to NABFAM member organisations. The notice shall also provide the agenda, outlining the key items that will be addressed at the AGM and the financial reports for the previous year.
- 15.4 The quorum for an AGM shall be seven members of the affiliated organisations serving on the Executive Committee. In the event that a quorum of members (as aforesaid) is not present (virtually or in person) 20 (twenty) minutes after the meeting is due to commence, the meeting shall be adjourned for 7 (seven) days and the members present at such adjourned meeting shall constitute a quorum.
- 15.5 The agenda for the AGM shall include at least the following:
- 15.5.1 The submission of the annual financial reports.
- 15.5.2 The submission of a report by the Chairperson regarding NABFAM business for the previous financial year, more specifically a report-back on the attainment by NABFAM of its objectives as set out in Clause 7 of this Constitution.
- 15.5.3 Where applicable, the election of Office Bearers of the Executive Committee.
- 15.5.4 NABFAM member organisations shall be entitled to place any matter on the NABFAM AGM agenda, provided that such submission is placed on the agenda seven (7) days prior to such meeting.
- 15.5.5 Each member of the affiliated member organisations present at the AGM shall be entitled to cast one vote at an Annual General Meeting and one vote at a Special Meeting.
- 15.6 Twenty-one days written notice shall be given to all NABFAM member organisations in respect of any Special Meeting called by the NABFAM Executive Committee. The notice shall also provide the reason(s) for the calling of the Special Meeting and the key items to be addressed thereat.

- 15.7 The quorum for a Special Meeting shall be the same as that for an AGM, except where the meeting considers a special resolution for the dissolution of NABFAM. In such a case, the quorum shall consist of at least five (5) members from each affiliated member organisation, and at least one (1) of those members must be a current member of the Executive Committee of that organisation. In the event that a quorum of members (as aforesaid) is not present (virtually or in person) 20 (twenty) minutes after the meeting is due to commence, the meeting shall be adjourned for 7 (seven) days and the members present at such adjourned meeting shall constitute a quorum.

EXECUTIVE COMMITTEE MEETINGS

- 15.8 The Executive Committee shall meet not less than six times per year, of which one meeting shall be the Annual General Meeting.
- 15.9 The quorum for the Executive Committee meetings shall be six members of the affiliated organisations serving on the Executive Committee. In the event that a quorum of members of the affiliated organisations (as aforesaid) is not present 20 (twenty) minutes after the meeting is due to commence, the meeting shall be adjourned for at least 7 (seven) days to a suitable date and the members present at such an adjourned meeting shall constitute a quorum.

16. VOTING AND PROXIES

- 16.1 Voting at all Annual General Meetings, Special Meetings, and Executive Committee meetings shall be by a show of hands, or by poll if more than 50% of those present call for a poll. For all matters requiring a decision, a simple majority shall be sufficient, except where the decision concerns an amendment to this Constitution or the dissolution of NABFAM, in which case the applicable special resolution requirements shall apply. In the event of a tie, the Chairperson shall have a casting vote.
- 16.2 Subject to the provisions of Clause 19 below, NABFAM's Constitution may be amended if at least two thirds of the persons present and voting at an Annual General Meeting or Special General Meeting convened for considering this matter,

are in favour of amendment. Voting shall be by a show of hands. If more than 50% of the persons present request it, voting shall be by poll. The Chairperson shall determine whether the poll shall be by open vote or by secret ballot.

16.3 Subject to the provisions of Clause 20 below, NABFAM may be dissolved if at least two thirds of the persons present and voting at an Annual General Meeting or Special Meetings of the association convened for considering this matter, are in favour of dissolution. Voting shall be by a show of hands. If more than 50% of the persons present request it, voting shall be by poll. The Chairperson shall determine whether the poll shall be by open vote or by secret ballot.

16.4 Every person present in person or by proxy shall have one vote, whether voting by show of hands or on a poll.

16.5 Any person present may not have more than one (1) proxy.

16.6 On a poll, each vote may be cast either personally or by proxy, subject to the provisions of Clause 16.5.

16.7 The instrument appointing a proxy shall be sent to the Chairperson, Vice Chairperson, or Secretary prior to the meeting at which voting is to take place. The proxy shall only be valid for the meeting which is to take place unless otherwise stated. The proxy may be used at an adjourned meeting.

17. TRANSFORMATION AND REPRESENTATION

17.1 NABFAM recognises that for historic reasons:

17.1.1 Although mediation has its roots in Africa, the family mediation industry is not yet representative of South African society in terms of its racial, gender, cultural and religious composition, or in terms of representation of people with disabilities;

17.1.2 Family mediation practice has not yet assimilated many of the positive aspects of indigenous traditions and usage regarding mediation and other dispute resolution methods; and

- 17.1.3 Formal family mediation practice is not yet organised and active in all geographical areas of South Africa.
- 17.2 In accordance with one of its primary objectives, NABFAM shall actively promote transformation and representation in the family mediation and parenting coordination industry through the following:
- 17.2.1 Ensuring wide representation on the Executive Committee;
- 17.2.2 Requiring representation on the governance structures of its member organisations;
- 17.2.3 Promoting regional member organisations to be established in geographical areas that lack formal organisation; and
- 17.2.4 Insofar as family mediation is concerned, encouraging innovative and indigenous forms of family mediation practice, including in addition through accreditation standards.

18. CODE OF CONDUCT

- 18.1 In accordance with one of its primary objectives, NABFAM shall encourage adherence by all family mediators to a standard Code of Conduct for family mediators and by all parenting coordinators to the Guidelines on the Practice of Parenting Coordination in South Africa.
- 18.2 Any written allegations of improper conduct received by NABFAM against a mediator or parenting coordinator shall be referred to the relevant member organisation, which shall be obliged to deal with such allegation in accordance with the relevant member organisation's Code of Conduct for mediators or the Guidelines on the Practice of Parenting Coordination in South Africa. If no such Code of Conduct for mediators exists, the relevant member organisation shall be obliged to apply the NABFAM Code of Professional Conduct for Mediators.
- 18.3 The Code of Conduct shall provide for a right of appeal to NABFAM against any disciplinary findings by a member organisation.

- 18.4 Member organisations shall on a twice-yearly basis submit a report to NABFAM detailing all complaints received against its family mediators and parenting coordinators and provide details of steps taken by the member organisation, and the outcome of those steps.
- 18.5 Should a member organisation fail to promptly deal with a breach of the applicable Code of Conduct and/or the Guidelines on the Practice of Parenting Coordination to NABFAM's satisfaction, or should it become apparent that a member organisation is unable to ensure its individual members' compliance with the applicable Code of Conduct or the Guidelines on the Practice of Parenting Coordination, that organisation's membership on NABFAM may be reviewed by the Executive Committee and appropriate action taken by the Executive Committee.

19. AMENDMENTS TO THE CONSTITUTION

- 19.1 This Constitution may only be amended by resolution adopted at an AGM or a Special Meeting of the association, provided that notice of the proposed amendment has been given to the members at least 21 (twenty-one) days before the meeting, and at least two-thirds of the members present and voting at the meeting are in favour of the amendment.
- 19.2 A copy of the proposed amendment to the Constitution shall be circulated with the notice convening the meeting. Any amendment to this Constitution shall:
- 19.2.1 if the association has PBO status and is exempted from payment of normal tax or authorised to issue receipts under section 18A of the Income Tax Act, be sent for the records to the Commissioner of the South African Revenue Services or his authorised representative; and
- 19.2.2 if the association is registered as a Non-Profit Organisation, be sent to the Directorate of Non-Profit Organisations.

20. DISSOLUTION

- 20.1 NABFAM may be dissolved by a resolution of the Executive Committee submitted to the affiliated member organisations of the association at an Annual General Meeting or Special Meeting of the association for the decision by vote, provided that NABFAM may not be dissolved unless there is a two-thirds majority in favour of the dissolution. The quorum for the meeting dealing with the dissolution of NABFAM and the process where quorum is not achieved shall be as set out in Clause 15.7 above.
- 20.2 The terms of any such resolution shall provide for the manner in which any surplus assets belonging to NABFAM after satisfaction of its debts, shall be applied.
- 20.3 NABFAM shall, upon the dissolution, winding up, liquidation or within six months from the withdrawal of the exemption to pay tax (or such longer period as the Commissioner may allow), transfer its assets remaining after the satisfaction of its liabilities to another nonprofit organisation with similar objectives and which is approved in terms of Section 10(1)(d)(iii) or (iv) of the Income Tax Act; or a public benefit organisation approved in terms of Section 30 of the Income Tax Act; or any institution or body approved in terms of Section 10(1)(c)(i) of the Income Tax Act; or any department of state or administration in the national or provincial or local sphere of government of the Republic of South Africa, contemplated in Section 10(1)(a) or (b) of the Income Tax Act, which is required to use those assets solely for the purposes of carrying on one or more public benefit activities.

21. INDEMNITY

- 21.1 Subject to the provisions of any relevant law, NABFAM member organisations and Executive Committee office-bearers and members, shall be indemnified by NABFAM for all acts done by them in accordance with the directives of the Executive Committee where such acts were done in good faith on NABFAM's behalf.
- 21.2 Subject to the provisions of any relevant law, no NABFAM member organisation or Executive Committee office-bearer or member on the Executive Committee shall be liable for the acts, obligations, neglect or default of any other NABFAM member or office bearer, or for any loss, damage or expense suffered by NABFAM, unless it

has arisen as a result of his or her own dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

- 21.3 Executive Committee members who acted in good faith in the carrying out of any act or obligation associated with their holding office within NABFAM, shall not be held personally liable for any loss suffered by any other person.

22. INTERPRETATION OF THE CONSTITUTION

- 22.1 Any conflict, dispute, or deadlock arising as to the interpretation and implementation of the Constitution which is incapable of resolution at a sitting of the NABFAM Executive Committee or through mediation or otherwise, shall be referred by the Chairperson to an Arbitrator. Such Arbitrator shall be mutually acceptable to all parties and may be drawn from the panel of The Arbitration Foundation of South Africa. Liability for the costs of the Arbitration shall be determined by the Arbitrator.
- 22.2 The Arbitration proceedings shall proceed as informally as possible, with the Arbitrator having the sole discretion to decide on the appropriate procedures, save that the provisions of the Arbitration Act 42 of 1965 (as amended from time to time) shall apply.

23. NPO AND PBO STATUS

In addition to that which is set out here above, NABFAM undertakes to ensure adherence to the following provisions:

- 23.1 NABFAM shall be required to ensure that there are at all times at least three persons on the Executive Committee who are not connected persons in relation to each other, in order to accept the fiduciary responsibility of the association.
- 23.2 Income or property of the association, howsoever derived, shall be applied towards the promotion of the main objectives of NABFAM and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise to the members of the association provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to an officer or servant of the

association or to any member thereof in return for their services actually rendered to the association.

- 23.3 At least seventy-five per cent (75%) of the net revenue of NABFAM will be expended in the furtherance of its objectives within a period of twelve months from the end of the financial year during which it accrued, provided that where funds are to be accumulated for a specific capital project, the permission of the Receiver of Revenue (to which the organisation submits its Annual Income Tax returns) should be obtained.
- 23.4 NABFAM shall not knowingly be a party to, or knowingly permit, or knowingly have 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 the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.
- 23.5 NABFAM shall not pay any remuneration to any person or employee which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and it has not and will not economically benefit any person in a manner which is inconsistent with its objectives.
- 23.6 NABFAM shall not directly or indirectly distribute any of its funds to any person (otherwise than in the course of undertaking its public benefit activities) and is required to utilise its funds solely for the objects for which it has been established.
- 23.7 NABFAM shall not permit 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.
- 23.8 No single person may directly or indirectly control NABFAM's decision making powers.

- 23.9 NABFAM operations shall be based in the Republic of South Africa and at least 85% of funds received in the Republic of South Africa (as well as any funds derived from such funds) shall be spent in the Republic of South Africa and 85% of time expended in relation to the funds received in the Republic of South Africa shall be expended in the Republic of South Africa, unless the Minister of Finance or any relevant South African statute directs otherwise.
- 23.10 NABFAM has not and will not use its resources directly or indirectly to support, advance or oppose any political party.
- 23.11 NABFAM will ensure strict compliance with such reporting requirements as may be determined by the relevant Commissioners in terms of the Nonprofit Organisations Act and the Income Tax Act.

DATED AND SIGNED AT PRETORIA ON THIS 28th DAY OF MARCH 2025

A handwritten signature in black ink, appearing to read 'Leentjie de Jong', is written over a light blue rectangular background.

LEENTJIE DE JONG
CHAIRPERSON