

Constitution for



To a safe space & new opportunities



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Constitution of Opening Doors

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1. Introduction to Organisation

- 1.1. The organisation hereby constituted will be called 'Opening Doors'.
- 1.2. The organisation will have no shortened name but in the African community it will be referred to as 'Sivula Iminyango'. (hereinafter referred to as 'the organisation').
- 1.3. The organisation's NPO registration number: NPO 306-824
- 1.4. Body Corporate:
The organisation shall:
 - 1.4.1. exist in its own right, separately from its employees, students and board of directors (also referred to as Office Bearers);
 - 1.4.2. continue to exist even when its employees, students and board of directors changes;
 - 1.4.3. be able to own property and other possessions;
 - 1.4.4. be able to sue and be sued in its own name.

2. Executive Summary

Opening Doors will be a newly established non-profit organisation inspired and created by a deep philanthropic drive from its founder, Claire Revell, to address the pressing need for a children's home and safe house near the Inchanga community, in South Africa. The organisation's initiative is aptly named as its aim is to be the gateway to safety, education, employment, and new opportunities.

3. The Story Behind Our Founder, Claire Revell

Embracing a career in the tech industry since 2003, Claire steered her business, Intellek (formerly TutorPro), towards a vision that transcends mere business success. Her journey began with an unyielding belief in the transformative power of technology and its role in shaping our future. Despite early discouragement, particularly in her pursuit of IT and Business Studies, she remained steadfast, driven by a determination to defy stereotypes and carve out a path in the digital sphere.

Avoiding the traditional academic route, she embarked on a self-taught journey, diving into coding and software development while working in administration. Joining Intellek presented a pivotal opportunity to further her career in IT, eventually culminating in her appointment as CEO in 2017, fuelled by an unwavering commitment to realising bold aspirations.

While rising through the ranks of the company, Claire took a 4-month working break in South Africa where she spent mornings volunteering in the Inchanga township community, and

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afternoons working remotely for the business. She arranged for the company to provide the NPO '1000 Hills Community Centre' with free eLearning courses to pave the way for a new computer skills development program.

During the 3-month period, she met three young boys whose mother had sadly passed in their home, and who were horrifically left with her body with no one to care for them. She worked with a Social Worker and the Department of Social Development for several days until they gave her full responsibility for the boys. She then spent the next week trying to locate any family they had and, long story short, she managed to get them rehomed with their Aunty in Peaceville. Since then, she has kept in touch and monitored the boys' progress and visited them in South Africa every couple of years, taking with her money raised through sponsored walks etc, and hauling over large suitcases full of clothing and other much-needed items.

Volunteering in the Inchanga community, Claire witnessed firsthand the disparity in access to education and the harrowing realities faced by disadvantaged children. She realised she wanted to be at the helm of the company, Intellek, and she knew it could be the vehicle for social change in the countries that needed it the most. She wanted it to be a company that could leverage technology to solve real-world problems. Her idea for 'Opening Doors' was born.

Claire's vision for Opening Doors was to support her audacious goal to ensure every child gets access to education and a safe environment, reducing the number of child-headed households.

Learning should be considered not only as a tool for eradicating poverty but also as an opportunity to ignite a revolution for future progress.

It was in 2021 that Claire rebranded the company, TutorPro, to Intellek. 'Intellek', in Afrikaans means 'intellect', creating an important link to Claire's altruistic involvement in South Africa. It was at this time, Claire arranged for a percentage of every purchase made through Intellek directly supports initiatives such as the 1000 Hills Community Centre, ensuring tangible contributions to social welfare.

In 2023 Claire became the majority shareholder of Intellek and celebrated 20 years in business. To celebrate this milestone, and rather than having a party, she took her family and the Intellek team to South Africa to build a new classroom in the Inchanga community. It's the only facility of its kind and the intention is to create a safe space and new opportunities for children of all ages. Whilst there, the team also participated in a careers workshop, sponsored 44 more children by buying their school uniforms, delivered food and clothes into the community and helped out in the classrooms.

Claire has always wanted to move from the UK to South Africa and during the recent January 2024 visit, Claire and her family agreed it was time to move and start the Opening Doors NPO.

In essence, her journey embodies the essence of Ikigai, a profound sense of purpose rooted in driving meaningful change and opening doors to opportunity. With each endeavour, she strives to bridge gaps in knowledge, empower communities, and pave the way for a brighter, more inclusive future.

4. Mission, Vision & Culture

4.1. Mission

Opening Doors is dedicated to safeguarding and empowering vulnerable children in South Africa by offering safety, stability, education, and opportunities for growth. Through collaboration with local communities and authorities, we aim to break the cycle of adversity, ensuring a brighter future for every child we serve.

4.2. Vision

The organisation's vision is to be a beacon of hope for children in need, offering them refuge, care, and support as they navigate through challenging circumstances. We envision a community where every child is valued, protected, and empowered to reach their full potential.

4.3. Core Values

- 4.3.1. Child-Centric Approach - Our child-centric approach is at the heart of everything we do. It is the guiding principle that shapes our policies, programs, and interactions, ensuring that the best interests and well-being of the children we serve remain our top priority.
- 4.3.2. Collaboration - We recognise that creating lasting change requires a collective effort and collaboration. We value partnerships with local organisations, authorities, and community members to leverage our resources, expertise, and networks for the greater good of the children we serve and to maximise our impact and reach.
- 4.3.3. Empowerment - We empower children with the necessary support, tools, resources, and opportunities to navigate challenges, develop coping skills, and emerge stronger and more resilient individuals.
- 4.3.4. Diversity and Inclusion - We celebrate and embrace the rich diversity of cultures, backgrounds, and experiences within the community. We are committed to creating an inclusive and welcoming environment where every child feels valued, respected, and empowered to thrive regardless of race, ethnicity, gender, sexual orientation, religion, or socioeconomic status.
- 4.3.5. Safety and Security - The safety and security of the children entrusted to our care are paramount. We maintain strict protocols and standards to ensure a secure and protective environment, free from harm or exploitation. Our staff undergo rigorous training in child protection and safeguarding practices to uphold the highest standards of safety and well-being for every child.

4.4. Value Statement

We recognise that every child is unique, with their own set of needs, strengths, and challenges. Our approach to care is personalised, taking into account each child's background, experiences, and developmental stage. We strive to create a nurturing environment where children feel seen, heard, and valued as individuals.

5. Objectives

The organisation's main and ancillary objectives are to:

5.1. Open a baby and children's home in Peacevale

- 5.1.1. Work directly with local authorities, police departments and organisations to provide emergency shelter, temporary care and a safe place for vulnerable children including those abandoned or in need of immediate protection.
- 5.1.2. Establish a safe and welcoming environment with qualified staff, who know infant CPR, first aid, and safe sleep practices to mitigate health risks and ensure the safety of infants during their stay.
- 5.1.3. Provide access to regular nutritious meals
- 5.1.4. Foster a supportive and nurturing atmosphere by providing loving and compassionate care, and personalised attention to each child's needs.
- 5.1.5. Ensure the physical safety and security of the children by implementing robust security measures, regular safety inspections, and emergency response protocols.
- 5.1.6. Through a partnership with 1000 Hills Community Helpers, NPO 042122, in Inchanga, the organisation will collaborate with child welfare professionals, social workers, and mental health professionals to help children cope with trauma, abuse, or emotional challenges and build resilience, and develop healthy coping mechanisms.
- 5.1.7. Connect with the community and collaborate with local schools to create awareness of the organisation, to help prevent babies being abandoned. Educate them on the consequences of infant abandonment and the availability of safe alternatives on how to keep the baby safe and work with the organisation.
- 5.1.8. Collaborate with child welfare agencies, social workers, family members and adoption services to assess the best interests of the children and identify appropriate long-term care options for the children, including foster care, adoption, or placement with relatives.
- 5.1.9. Implement procedures for documenting the circumstances of each child's abandonment and notifying relevant authorities, such as child welfare agencies and healthcare providers.
- 5.1.10. Provide medical assessments, including basic health screenings and evaluations, to ensure the well-being of abandoned babies upon arrival at the facility.
- 5.1.11. Partner with healthcare professionals, including paediatricians and nurses, to address any immediate health concerns and provide ongoing medical care as needed.

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- 5.1.12. Implement regular communication and follow-up with relevant authorities will ensure that the child's needs are met, appropriate interventions are implemented, and progress is monitored towards achieving a safe and stable placement.
- 5.2. Develop a community outreach program to support educational and employment needs
 - 5.2.1. Offer classes on basic literacy, numeracy, financial literacy, budgeting, and computer literacy. These classes will be designed to empower community members to improve their quality of life and increase their employability.
 - 5.2.2. Offer workshops and support groups for parents on topics such as infant care, child development, positive discipline techniques, and family communication.
 - 5.2.3. Create 'baby boxes' which shall include baby essentials such as clothing, bottles, nappies etc for new mums needing a helping start.
 - 5.2.4. Offer resume writing workshops and mock interviews to help community members improve their job prospects.
 - 5.2.5. Offer training and mentorship for aspiring entrepreneurs, including business planning, marketing strategies, and access to microfinance or small business loans.
 - 5.2.6. Organise community events such as sports tournaments to promote positive social behaviour, the importance of fitness and wellbeing and community pride.
 - 5.2.7. Launch projects to improve the local environment, such as community clean-up campaigns and recycling programs. Offer educational workshops on environmental conservation and sustainability.
 - 5.2.8. Provide transport to those in Inchanga, and surrounding communities, where the taxis do not collect from, for those who need to travel to Home Affairs for identification purposes, etc.
 - 5.2.9. Help support those in desperate need for school uniform, to ensure they can attend school.

By offering this diverse range of services and programs, we aim to make a positive impact on the lives of individuals and families in the local township communities, helping to empower them and improve their overall well-being.

6. Income and property

- 6.1. The organisation will keep a record of everything it owns.
- 6.2. The organisation may not give any of its money or property to its employees or board of directors. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 6.3. An employee of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation. Receipts must be produced for this.

- 6.4. Employees or directors of the organisation do not have rights on the property or over material or intellectual property belonging to the organisation.

7. Board of Directors

- 7.1. The Board of Directors are the Advisory Board and Office Bearers of the organisation.
- 7.2. The Board of Directors must include all of the following positions and one Director can and may cover more than one position.
- 7.3. Chairperson – Claire Revell
- 7.3.1. Provide leadership to the organisation’s board.
- 7.3.2. Responsible for the operations and financial oversight of the Baby Home, using extensive prior experience in the corporate world.
- 7.3.3. Assist in audit process.
- 7.3.4. Responsible for representing the board and decisions made by the board on matters regarding the organisation i.e. bank, tax, official matters, registrations etc. requiring presence and/or authority of the Office Bearers
- 7.3.5. Support and sustain the work of the organisation and provide governance and strategic fundraising support.
- 7.3.6. Act as an ambassador for the organisation.
- 7.3.7. Call special meetings for the Board where necessary and appropriate.
- 7.3.8. Coordinate with the CEO to develop and set the agendas for meetings of the Board and to act as the Chairperson at meetings of the Board.
- 7.3.9. Assess and make recommendations to the Board annually regarding the effectiveness of the Board as a whole, the Committees of the Board and individual Directors.
- 7.3.10. Ensure that regularly, upon completion of the ordinary business of a meeting of the Board, the Directors hold discussions without the Management Committee present.
- 7.3.11. Ensure that the strategies and policies agreed by the Board are effectively implemented by the Management Committee.
- 7.3.12. Primary link and contact between the CEO and the Board of Directors
- 7.4. Vice Chairperson – James Revell
- 7.4.1. Support and sustain the work of the organisation and provide governance and strategic fundraising support.
- 7.4.2. Act as an ambassador for the organisation
- 7.4.3. Keep abreast of activities of the organisation and its Management Committee
- 7.4.4. Act as liaison between the organisation’s management and the board

- 7.5. Secretary – Sarah Gedye
 - 7.5.1. Responsible for communication between board members
 - 7.5.2. Organising board meetings
 - 7.5.3. Taking minutes at board meetings
 - 7.5.4. Ensure board meets all statutory requirements and stays updated on the latest developments that affect or may affect the organisation.
 - 7.5.5. Required to meet with the CEO once a quarter for an update on the organisation's operations.
- 7.6. The remainder of any additional Board of Directors will be ordinary Directors who will be briefed on their responsibilities by the Chairperson or other directors.
- 7.7. The primary function of the Board of Directors is to provide oversight to the organisation and ensure that the organisation is meeting or working towards achieving its goals and objectives - the Board of Directors will also be responsible for the governance of the organisation.
- 7.8. The Board of Directors will be made up of not less than three people – at least two of the Board of Directors need to be in attendance at all meetings; this will constitute a quorum.
- 7.9. Each Director will serve for two years, but can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.
- 7.10. The Board of Directors will meet quarterly or every three months to discuss the progress of the organisation – Directors will be notified and receive the agenda to the meeting at least two weeks before the meeting is to take place.
- 7.11. Minutes will be taken by the Secretary of the board at every meeting to record the Board of Directors' decisions. The minutes shall be confirmed as a true record of proceedings and shall thereafter be signed by the Chairperson.
- 7.12. If a Director is unable to attend a meeting, they should let the Secretary of the Board know at least five days before the meeting is to take place – if a Director is unable to attend three meetings in a row without notifying the Secretary of the Board, then the remaining Directors may find a new member to take that person's place.
- 7.13. The Existing Directors are responsible for appointing new Directors – new Directors must receive a majority vote in order to be appointed as a Director of the organisation; in the case the votes are tied, the deciding vote rests with the chairperson of the organisation



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- 7.14. Where possible, and in order to avoid conflicts of interest, employees of the organisation should not be appointed as Directors; the two should remain as separate as possible. However, an exception for the Board Representative position can be made in the situation that the NPO is in its early days of being formed and an employee of the organisation is the best candidate for this role.

8. Management Committee

- 8.1. The organisation will set up a Management Committee consisting of not less than two people or persons.
- 8.2. The Management Committee will be made up of two or more or all of the following people and/or positions –
 - 8.3. Chief Executive Officer (CEO) – James Revell
 - 8.3.1. As the organisation is formed, James will act as a volunteer CEO, unpaid
 - 8.3.2. Responsible for the oversight and general management of the project site, ensuring that all departments can be run to the best of their ability and collaborate together in a clean, safe and secure environment.
 - 8.3.3. Work on all marketing initiatives and manage social media
 - 8.3.4. Provide leadership to project based staff, and build relationships and provide links between local and international staff members.
 - 8.3.5. Responsible for ensuring the organisation works towards the long-term strategic goals as set out in the strategic plan.
 - 8.3.6. Responsible for providing the board with monthly updates regarding the organisation's operations and programs.
 - 8.3.7. Responsible for the day-to-day finances of the organisation
 - 8.3.8. Responsible for ensuring all internal controls and process are followed as per the organisation's documentation.
 - 8.4. Assistant Manager – Aaron Revell
 - 8.4.1. To work alongside the CEO and assist with the day to day running of the organisation.
 - 8.4.2. Carry out all maintenance to ensure the children's home is a safe and well cared for environment.
 - 8.4.3. Help to develop the organisation's social media presence.
 - 8.4.4. Work with the CEO on fundraising initiatives.
 - 8.5. Programs Liaison – Sam Pam
 - 8.5.1. Responsible for all connecting the CEO with local authorities.



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- 8.5.2. Helping to coordinate with the local communities and help to ensure the Organisation's programs are implemented and successful.
 - 8.5.3. Act as a translator where needed.
 - 8.5.4. Work closely with the CEO to help provide high quality innovative programs to local youth.
 - 8.5.5. Oversee the implementation of all programs curriculums to organisational international standards.
- 8.6. The primary role of the Management Committee is to oversee the day-to-day operations of the organisation and ensure that all organisational resources are being directed towards achieving the organisation's objectives as outlined in clause 5 of this constitution.
 - 8.7. The Management Committee will meet once a month, in the first week of the month, to discuss the progress of the organisation and any issues the organisation is facing – at least two people from the Management Committee must be present in the meeting to make decisions that can be carried forward.
 - 8.8. The Management Committee will be responsible for the employment of all full and part-time staff, volunteers, interns and or any other persons who are interested in working with the organisation in whatever capacity required by the organisation.
 - 8.9. The Management Committee will be primarily accountable to the Board of Directors of the organisation.

9. Powers of the organisation

- 9.1. The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.
- 9.2. The Management Committee has the power and authority to raise funds or to invite and receive contributions.
- 9.3. The Management Committee has the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 9.4. The Management Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 9.5. The Board of Directors have a right to form sub-committees. The decisions that sub-committees take must be presented to the Management Committee. The Management Committee must decide whether to agree to them or not at its next meeting. This

meeting should take place soon after the sub-committee's meeting. By agreeing to decisions the Management Committee ratifies them for the organisation.

- 9.6. The constitution will decide on the powers and functions of the Board of Directors.
- 9.7. The Management Committee and/or Board of Directors do not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members or office bearers of the organisation.
- 9.8. Directors are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the Director is performing functions for or on behalf of the organisation.
- 9.9. The functions of the organisation is to fulfil the objectives set out in clause 5.

10. Meetings and procedures for the Board of Directors

- 10.1. The Chairperson, or two Directors, can call a special meeting if they want to. But they must let the other Directors know the date of the proposed meeting not less than 21 days before it is due to take place. They must also tell the other Directors which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Director, then those calling the meeting must give the other Director(s) not less than 30 days' notice.
- 10.2. The Chairperson shall act as the chairperson of the Board of Directors. If the Chairperson does not attend a meeting, then members of the Board of Directors who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
- 10.3. There shall be a quorum whenever such a meeting is held.
- 10.4. When necessary, the Directors will vote on issues. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.
- 10.5. Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 10.6. If the Board of Directors, 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 quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the Board of Directors on its activities. It should do this regularly.

11. Annual General Meetings (AGM)

- 11.1. The AGMs must be held once every year, towards the end of the organisation's financial year.
- 11.2. The organisation should deal with the following business, amongst other agenda items, at its annual general meeting:
 - 11.2.1. Agree to the items to be discussed on the agenda;
 - 11.2.2. Write down who is there and who has sent apologies because they cannot attend;
 - 11.2.3. Read and confirm the previous meeting's minutes with matters arising;
 - 11.2.4. Chairperson's report;
 - 11.2.5. Treasurer's report;
 - 11.2.6. Changes to the constitution that members may want to make;
 - 11.2.7. Elect new office bearers;
 - 11.2.8. General;
 - 11.2.9. Close the meeting.

12. Finance

- 12.1. An Accounting Officer/Audit partner shall be appointed by the Management Committee each year - their duty is to audit and check on the finances of the organisation and provide Audited Financial Statements by 31 March of each year for the previous financial year's finance activities.
- 12.2. The local Finance Officer's job is to control the day-to-day finances of the organisation. The local Finance Officer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the organisation's finances.
- 12.3. The financial year end of the organisation is on 28 February.
- 12.4. The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within ten months after the financial year end.
- 12.5. Funds may be used for operational expenses (e.g. facility running costs, learning materials, salaries, staff training, international staff support, consultant fees, insurance, vehicle maintenance) and necessary capital expenditure (e.g., furniture, fittings, equipment, facility improvements, vehicles, IT equipment).
- 12.6. Any leases entered into or signed by an individual or individuals and a lessor but are paid by the organisation out of its bank account, are actually leases between the organisation and the lessor, not the individual or the individuals and the lessor.

13. Changes to the constitution

- 13.1. Only the Board of Directors have the authority to make changes to the constitution – the Management Committee have no powers whatsoever to make changes to the constitution.
- 13.2. 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 Board of Directors who are at the annual general meeting or special general meeting. Directors must vote at this meeting to change the constitution.
- 13.3. Two thirds of the Board of Directors shall be present at a meeting 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.
- 13.4. 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.
- 13.5. No amendments may be made which would have the effect of making the organisation cease to exist.

14. Dissolution/Winding-up

- 14.1. The organisation may close down if at least two-thirds of the Board of Directors present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 14.2. 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 any of the employees or Directors of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's Directors can decide what organisation this should be.

15. Adoption of the constitution

This constitution was approved and accepted by members of Opening Door, at a special (general) meeting held on ...20th March 2024.....

Chairperson

Secretary