



POLICIES AND PROCEDURES 2014 GL GOVERNANCE



These Policies and Regulations take account of the laws prevailing in all the GL countries of operation. Should there be a contradiction between the Policies and Regulations and national laws, the later will take precedence except where, in the interest of fairness policies have been standardised across countries.

	GL Mission and Vision	4
	GL Governance Structure.....	5
	Legal Status, Governance and Associations.....	6
Annex A	GL Country Office Registration Matrix.....	9
Annex B	Memorandum of Incorporation.....	11
Annex C	Board of Director Regulations.....	32
Annex D	Institutional score card	44

VISION

Gender Links (GL) is committed to a region in which women and men are able to participate equally in all aspects of public and private life in accordance with the provisions of the Southern African Development Community (SADC) Protocol on Gender and Development.

MISSION

GL achieves its vision by coordinating the work of the Southern African Gender Protocol Alliance formed around the sub-regional instrument that brings together all key African and global commitments for achieving gender equality by 2015, also the target date for MDG 3 (gender equality). The annual barometer measures progress made by governments against the 28 targets of the Protocol. GL has integrated these targets into its three core, closely linked programme areas: the media, governance and gender justice, and its cross cutting programmes: gender, climate change, and economic justice.

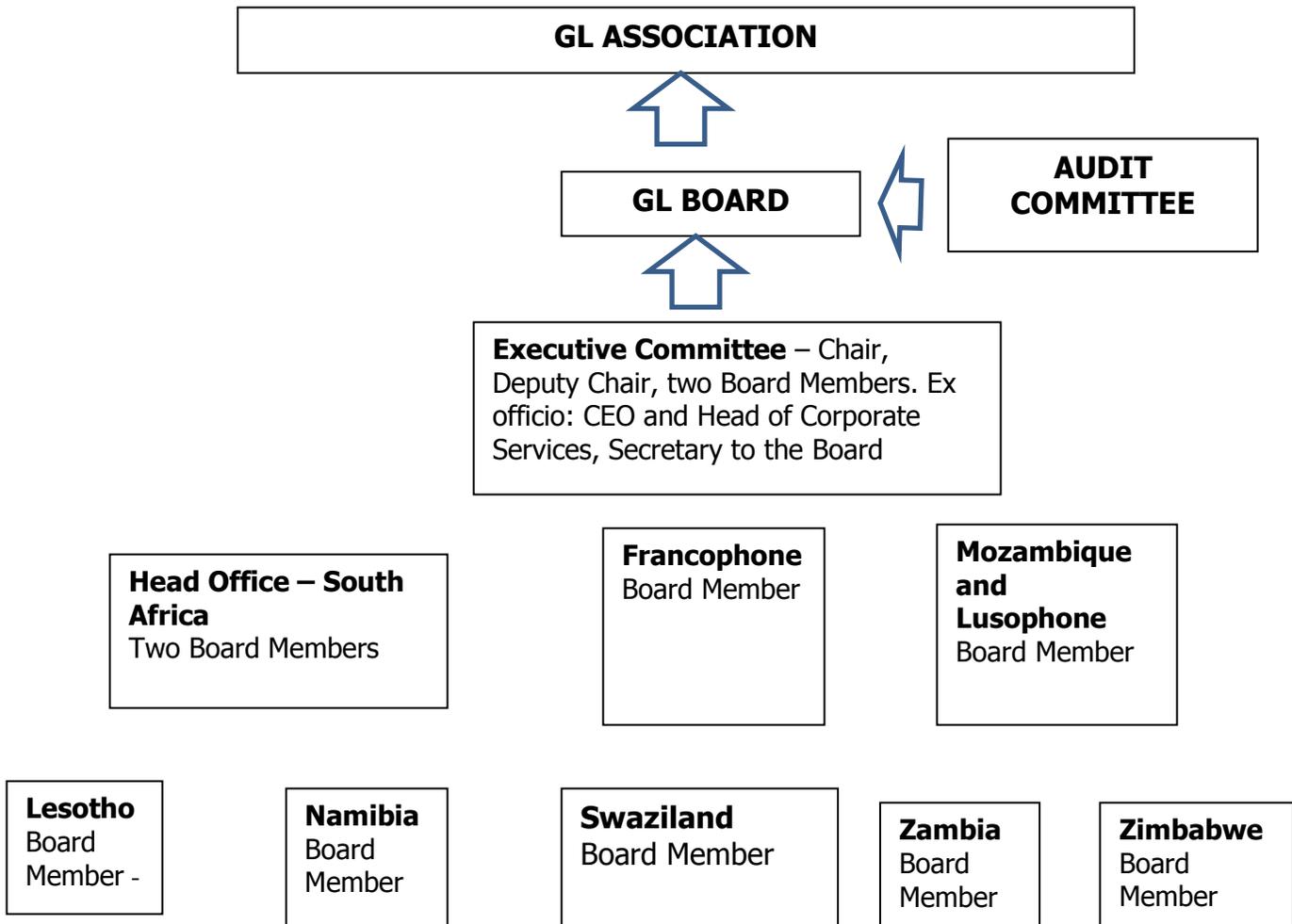
Working with partners at local, national, regional and international level, GL aims to:

- Promote gender equality in and through the media and in all areas of governance.
- Develop policies and conduct effective campaigns for ending gender violence, HIV and AIDS, as well as promoting economic and climate justice.
- Build the capacity of women and men to engage critically in democratic processes that advance equality and justice.

This mission is achieved through a strong commitment to results that includes:

- Evidence gathered through conducting research to identify gender gaps.
- Lobbying and advocacy using mainstream and new media.
- Developing action plans in participative ways that bring together a broad cross section of partners in learning that is applied and supported on-the-job.
- Creating synergies to sustain the work.
- Monitoring and evaluating progress using appropriate regional and international instruments.
- Learning, knowledge creation and innovation.
- Improving value for money and institutional effectiveness.
- Fund raising at country and regional level, including maintaining a diverse portfolio of funders and income generating activities through GL Services and the GL Training Institute.

GL Governance Structure



LEGAL STATUS, GOVERNANCE AND ASSOCIATIONS

Public company

1. Gender Links is a Public Company incorporated under section 21 of the South African Companies Act 1973. GL is also registered as a Non- Profit Organisation under the Non Profit Organisations Act 1997 (Act 71 of 1997).
2. Gender Links has registered branch offices in Botswana, Lesotho, Madagascar, Mauritius, Mozambique, Namibia, Swaziland, Zambia and Zimbabwe (see office registration matrix at **Annex A**).
3. The shortened name of the Association is GL.
4. Gender Links Training Institute is registered as a Trust and recognised as a separate entity. Its trustees are part of the GL Section 21 Company and the power to appoint trustees rest with the GL's board. The beneficiaries of the trust are as stipulated in the objects clause and GL is the main beneficiary.
5. Gender Links Services comprises of GL's Advisory Services and the GL Cottages. It is not a separate entity.
6. The functioning and responsibilities of the association, Members, Directors and the Chairperson are set out in the Memorandum of Incorporation annexed at **Annex B** and the Board regulations **annexed at Annex C**. GL conducts an annual institutional "health" assessment covering the key pillars of its strategy – see **Annex D**.

Members of the Association

7. The members of the company shall have ultimate authority over the organisation. They shall meet once every year at the Annual General meeting and the meetings shall deal and dispose of all matters prescribed by the Act, including the consideration of annual financial statements, the election of Directors and the appointment of an auditor, and may deal with any other matters relating to the organisation.

Board of directors

8. The Directors of the company are appointed by the Members of the Association. The Directors are entitled to exercise all such powers of the Company as are not excluded by the Companies Act and Gender Links' Articles of Association. The directors are mandated to run the affairs of the organisation on behalf of the Members.

Executive committee (EC)

9. The Directors shall appoint an Executive Committee consisting of the Chair and/or Deputy Chair; the CEO and a member of the Board.
10. The Executive Committee shall meet quarterly in between annual board meetings.
11. The role of the Executive Committee is to:
 - Oversee the day to day running of the association.
 - Review quarterly statements of account.
 - Attend to any matters arising between Board meetings.

Chief Executive Officer

12. The Directors shall appoint a Chief Executive Officer who will be an employee of the Association appointed for a fixed period of employment, with a six month probation period.
13. The CEO shall be responsible for the operations of the Gender Links Non-profit Company, the Gender Links Training Institute, the Amalungelo Women's Rights Trust and the Gender Links Services.
14. The CEO shall be an ex officio member of the Board of Directors.

Executive Director(s)

15. The Board of Directors may at any time engage a member of the Board to serve in any operational role deemed necessary for the growth or stability of the organisation, provided that the terms of such an engagement are clearly set out and agreed in a contract with clear deliverables.
16. The Board of Directors may authorise payment to a Director who serves on any committee or who devotes special attention to the business of the Association, or otherwise performs services which in the opinion of the Board of Directors are outside those of ordinary duties of the Director, such remuneration as they may deem appropriate.
17. Terms of such engagements shall be recorded in the register of directors' interests and directors involved in such engagements shall not vote in any matters related thereto.

Directors resident in countries where GL has branch offices

18. The Board of Directors may appoint Directors in all countries where it has operations. Their duties among others shall include:
 - Providing strategic support to GL's work at country level to enhance the organisation's public standing through articulating the organisations vision, mission and values in all its programme work;
 - Providing leadership and guidance in high level matters;
 - Conducting regular meetings with the country staff on programme work;

- Acting as a co-signatory to the Gender Links Bank Account for signing payments as and when required;
- Representing Gender Links in high level functions and meetings like donor and partner meetings;
- Assist with fundraising and partner relations building;
- Ensure legal and ethical integrity of Gender Links activities at country level.

Country managers

19. The CEO may appoint Country managers (CM) in all countries where it has operations. Their duties among others shall include:
- Identifying new funding areas in line with Gender Links work;
 - Managing donor relationships;
 - Stakeholder relationship building (government, councils, community);
 - Ensure the adherence to all the statutory and legal requirements of the country by Gender Links;
 - Management of all Gender Links assets and inventory;
 - Financial management and control, ensuring adherence to GL policies and regulations, co-signing cheques, monthly budgeting and reporting.

Company Secretary

20. The Directors shall appoint a person or persons to be Secretary or Secretaries of the Company in terms of Section 86 and 87 of the Companies Act to perform such duties contemplated in section 88 of the Act and other governance regulations.

Country Offices

21. GL may establish branch offices in any of the SADC Countries in accordance with the following criteria:
- The offices shall be needs and programme driven.
 - They shall demonstrate value add that cannot be added, or is greater than what can be added from the head office.
 - They give coherence and add depth to GL work.
 - They are legally and financially viable.
 - They advance linguistic or any other form of diversity.
22. The process and requirements for registration of country offices is attached at **Annex D**.

ANNEX A: REGISTRATION OF GL OFFICES MATRIX

Description	South Africa - Head Office	Botswana	Lesotho	Madagascar	Mauritius	Mozambique	Namibia	Swaziland	Zimbabwe	Zambia
Nature of registration	Not for Profit Company, Section 21	Registered as a foreign subsidiary	Registered as an association under charitable organisations	Registered as a foreign branch	Registered as a foreign company	Registered as a foreign branch	Registered as an International NGO operating in Namibia (linked to parent registered in SA) registered under Section 21	Registered as a foreign branch of Gender Links SA	Registered as a foreign branch with the head office registered in SA	Registered as a foreign branch with the head office registered in SA
Requirements re Board	At least 3 board members	Local board member not required	Local board member not required	Local board member not required	Local Board member required	Local board member not required	Local Board member required	Minimum 1 foreign and 1 Local board member required	Resident board member required	Resident board member required
Resident Board Member	Yes	No	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes
Bank account set up or not	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Description	South Africa - Head Office	Botswana	Lesotho	Madagascar	Mauritius	Mozambique	Namibia	Swaziland	Zimbabwe	Zambia
Signatories	CEO, DCEO, Alliance Manager	Country Manager and Programme Officer	Country Board Member and Country Manager	Country manager and Country Programme Officer	Francophone director and Country Programme Officer	Lusophone director and Country Manager	Board Member and Country Manager	Country Board Member and Country Manager	Country Board Member, Country Manager and Country Programme Officer	Country Board Member, Country Manager and Country Programme Officer
Registration with statutory authorities	SARS, UIF, DSD	BURS,	LRA	MRA	MRA, NPF	MRA	Inland Revenue	SRA	ZIMRA, NSSA	ZRA
Registration with workmen's compensation/insurance fund	Yes	Not yet	Not yet	Not yet	Not yet	Not yet	Not yet	Not yet	Not yet	Not yet

ANNEX B

Memorandum of Incorporation

of

Gender Links Non Profit Company

(“the Company”)

Registration number: 2001/005850/08

Neither the short nor the long standard form of MOI for a Non- Profit Company, Forms CoR15.1.E, as amended from time to time, shall apply to the Company.

This MOI is in a form unique to the Company, as contemplated in section 13(1)(a)(ii) of the Companies Act, 71 of 2008, as amended.

Adoption of MOI

This MOI was adopted by a special resolution of the members passed on **25 April 2012** and in substitution for the existing memorandum and articles of the Company.

1.	Interpretation.....	14
2	Name	14
3	Purpose of the Company.....	15
4	Powers of the Company	15
5	Memorandum of Incorporation and Company rules	16
6	Optional provisions of Companies Act, 2008	16
7	Members of the Company	17
8	Capital.....	17
9	Financial Year End.....	17
10	Preliminary	17
11	Membership	17
12	Requirements of Membership	17
13	Transfer of Membership	17
14	Termination of Membership.....	18
15	Meetings of Members of the Company	18
16	Proceedings at Meetings of Members	20
17	Members right to information.....	23
18	Board of Directors	23
19	Ineligibility and disqualification of directors or prescribed officer.....	24
20	Executive Director	25
21	Powers and Duties of Directors	25
22	Remuneration of Directors	26
23	Borrowing Powers of Directors	27
24	Proceedings of Directors' Meetings	27
25	Chairperson	28
26	Validity of Acts of Directors and Committees.....	28

27	Company Secretary	29
28	Audit Committee.....	29
29	Auditors.....	29
30	Reserve Fund	30
31	Accounts and Audit	30
32	Notices.....	30
33	Indemnity	31
34	Winding-Up	31

1. Interpretation

In the Memorandum of Incorporation, unless inconsistent with the subject or context:

- 1.1.1 **"the Act"** means the Companies Act, 2008 (Act No 71 of 2008);
 - 1.1.2 **"Memorandum of Incorporation or MOI"** means these Memorandum of Incorporation as originally framed or altered from time to time by a special resolution;
 - 1.1.3 **"Company"** means the Gender Links (Non-profit Company);
 - 1.1.4 **"the directors"** means Directors for the time being of the Company and includes alternate directors;
 - 1.1.5 **"Board"** means the board of Directors of the Company
 - 1.1.6 **"the office"** means the registered office for the time being of the Company;
 - 1.1.7 **"month"** means calendar month;
 - 1.1.8 **"business day"** means any day other than Saturday, Sunday or gazetted national public holiday in the Republic;
 - 1.1.9 **"the seal"** means the common seal of the Company;
 - 1.1.10 **"members"** means persons referred to in clause 11 of the MOI;
 - 1.1.11 **"register"** means the register of members kept in terms of the Act;
 - 1.1.12 **"writing"** includes printing and lithography and any other mode of representing or reproducing words in visible form;
 - 1.1.13 **"republic"** means the Republic of South Africa.
- 1.2 Subject as stated above, any word or expression defined in the Act bears the same meaning in the MOI, except where the subject or context indicates otherwise.

2 Name

2.1 The name of the company is: **Gender Links** Non-Profit Company ("the Company").

2.2 Incorporation

2.2.1 The Company is incorporated as from the date of incorporation reflected in its registration certificate as a Non Profit company in terms of the Act.

- 2.1.2 The Company is constituted in terms of section 19(1)(c) in accordance with and governed by:
 - 2.1.2.1 the unalterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies;
 - 2.1.2.2 the alterable provisions of the Companies Act, 2008 that are applicable to Non Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and;
 - 2.1.2.3 the provisions of this Memorandum of Incorporation (subject to and in accordance with section 15(2)).
- 2.3 The name of the Company is not indicated in any other official language in the Republic of South Africa.
- 2.4 The shortened form of name of the Company is: GL (Non-Profit Company).

3 Purpose of the Company

The main purpose and business of the Company is to:

- 3.1 Promote a region in which women and men are able to participate equally in all aspects of public and private life in accordance with the provisions of the Southern African Development Community (SADC) Protocol on Gender and Development.
- 3.2 Working across the 15 countries of SADC, this is achieved by
 - 3.2.1 Coordinating the work of the Southern African Gender Protocol Alliance formed around the sub-regional instrument that brings together all key African and global commitments for achieving gender equality.
 - 3.2.2 Promoting gender equality in and through the media and in all areas of governance.
 - 3.2.3 Developing policies and conduct effective campaigns for ending gender violence, HIV and AIDS.
 - 3.2.4 Building the capacity of women and men to engage critically in democratic processes that advance equality and justice.

4 Powers of the Company

- 4.1 The legal powers and capacity of the Company are subject to restrictions, limitations and qualifications contemplated in section 19(1)(b)(ii), as set out in paragraph 2 of Schedule 1 namely:
 - 4.1.1 that the Company shall apply all its assets and income, however derived, to advance its stated objects, as set out in the Memorandum of Incorporation and

- 4.1.2 subject to paragraph 4.1.1 above, may;
 - 4.1.2.1 acquire and hold securities issued by a profit company; or
 - 4.1.2.1 directly or indirectly, alone or with any other person, carry on any business, trade or undertaking consistent with or ancillary to its stated objects. Sections 1.2.2 and 1.2.3 omitted.

5 Memorandum of Incorporation and Company rules

- 5.1 This Memorandum of Incorporation of the Company may be altered or amended in the manner set out in section 16, 17 or 152 (6) (b), subject to the provisions of the Act contemplated in section 16 (1)(c), and set out in Part D of Schedule 1.
- 5.2 The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director.
- 5.3 The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is limited or restricted to the extent set out in Part D of Schedule 1.
- 5.4 The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director.
- 5.5 The income and property of the Company wherever and however derived must be applied solely towards the promotion of its main object, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company or to its holding company or subsidiary: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Company or to any member thereof in return for any services actually rendered to the Company.

6 Optional provisions of Companies Act, 2008

- 6.1 The Company elects, in terms of section 34 (2), to comply voluntarily with some of the provisions of Chapter 3 of the Companies Act, 2008 and accordingly, the Company may:
 - 6.1.1 appoint a person to serve as company secretary in the manner and for the purposes set out in part B of the Act and clause 29 of the Memorandum of Incorporation.
 - 6.1.2 appoint an auditor in terms of section 90 of the Act.
 - 6.1.3 elect the audit committee consisting of at least three (3) members being directors who satisfy the provisions of section 94 (4) b and c of the Act.

7 **Members of the Company**

- 7.1 The company elects to appoint members as set out in clause 11 of the MOI.
- 7.2 The liability of members of the Company is limited to any amounts contributed voluntarily in the furtherance of the Company's objective.

8 **Capital**

- 8.1 The Company does not have a share capital.

9 **Financial Year End**

- 9.1 The financial year- end of the Company is the last day of **December**.

10 **Preliminary**

- 10.1 If the provisions of the MOI are in any way inconsistent with the provisions of the Act, the provisions of the Act will prevail. The MOI must in all respect be read subject to the provisions of the Act.
- 10.2 Notwithstanding the omission from the MOI, the Company may do anything that the Act empowers it to do if so authorised by its MOI.

11 **Membership**

- 11.1 The membership of the Company consists of:
 - 11.1.1 The subscribers to the Memorandum of Incorporation.
 - 11.1.2 Any person who makes a written application to become a member of the Company and whose application is accepted by the directors of the Company and becomes a member of the Company provided that such person meets the Company requirements.
 - 11.1.3 The Company shall maintain a members' register.

12 **Requirements of Membership**

- 12.1 Members must be persons who subscribe to the objectives of the company.
- 12.2 Members of the Board may not assume membership of the Company provided that their number does not exceed independent members.

13 **Transfer of Membership**

- 13.1 Membership of the Company is not transferable.

14 Termination of Membership

14.1 A member will *ipso fact* cease to be a member of the Company if:

14.1.1 His or her estate is finally sequestrated;

14.1.2 Being a body corporate, an order for the final winding-up or judicial management of the member is granted or a special resolution for the winding-up of the member is duly passed and registered in terms of the Act;

14.1.3 He or she is placed under curatorship;

14.1.4 He or she is removed as a member by a resolution adopted by two-thirds majority of the members' votes. Notice of such resolution specifying the name of the member to be removed must be given to all members of the Company, at least fifteen (15) days prior to the date of the meeting at which the resolution is to be proposed in which case the member concerned must be given notice of the meeting and the resolution, equivalent to that received by all members, irrespective of whether or not he or she is a member of the company; and the member must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.

14.1.5 He or she gives at least thirty (30) days written notice to the Company of his or her resignation as a member. Upon the expiration of such notice such a member will cease to be a member of the Company.

15 Meetings of Members of the Company

15.1 Interpretation

For the purposes of this paragraph, all references to a meeting include ordinary meetings, annual general meetings and emergency meetings, unless the context indicates otherwise.

15.2 Annual General Meeting

15.2.1 The Company must hold its first annual general meeting ("AGM") within eighteen (18) months after the date of its incorporation and must thereafter hold AGM in each year.

15.2.2 Thereafter, once in every calendar year and despite clause 15.2.1 , not more than fifteen months must elapse between the date of one AGM and that of the next AGM or within an extended time allowed by the Companies Tribunal, on a good cause shown.

15.2.3 An AGM must be held at such time and place as may be prescribed by the Company in general meetings, or by the Directors, subject to the provisions of the Act.

- 15.2.4 The Company may not hold any particular AGM if all members entitled to attend that meeting agree in writing, and in such event pass a resolution in writing dealing with and disposing of:
- 15.2.4.1 the matters required in terms of the Act to be dealt with and disposed of at an AGM of the Company; and
 - 15.2.4.2 such other matters, if any, as may, in terms of the Act or MOI be dealt with at such a meeting,
 - 15.2.4.3 and such a resolution is signed by all members entitled to vote at that meeting, before the expiration of the period within which that meeting is to be held. Such a resolution will be deemed to be a resolution passed at an AGM of the Company held in terms of the Act on the date on which the last signature to such resolution is affixed.
- 15.2.5 The AGM must deal and dispose of all matters prescribed by the Act, including the consideration of annual financial statements, the election of Directors and the appointment of an auditor, and may deal with any other business laid before it.

15.3 General Meetings

- 15.3.1 Other general meetings of members of the Company may be convened by the Directors of the Company at any time, but at least fifteen business days before the meeting is to begin, as they deem appropriate.
- 15.3.2 A general meeting must also be convened on requisition by members representing not less than twenty-five percent (25%) of the total voting rights of all the members of the Company having at the date of the lodgement of the requisition a right to vote at general meetings of the Company, or in default, may be convened by the requisitionists as provided by and subject to the provisions of the Act.
- 15.3.3 The board of a company, or any other person specified in the company's Memorandum of Incorporation or rules, may call a shareholders meeting:
- 15.3.3.1 at any time that the board is required by the Act or the Memorandum of Incorporation to refer a matter to members for decision;
 - 15.3.3.2 whenever required in terms of section 70(3) to fill a vacancy on the board; and

15.3.3.2 if one or more written and signed demands for such a meeting are delivered to the company, and—

- each such demand describes the specific purpose for which the meeting is proposed; and
- in aggregate, demands for substantially the same purpose are made and signed by members, as the earliest time specified in any of those demands, of at least 10% of the voting rights entitled to be exercised in relation to the matter proposed to be considered at the meeting.

15.4 Teleconferences

15.4.1 Members may conduct meetings by electronic communication provided that all persons participating in the meeting can hear each other at the same time, and participation by such means will constitute presence in person at a meeting. In such instances the notice of a meeting that enables use of electronic participation must inform members of the availability of such facility.

16 Proceedings at Meetings of Members

16.1 Notice of Meetings

16.1.1 An AGM and any other meeting called for the passing of a special or ordinary resolution must be called at least 15 business days prior to the meeting, given to all members of the Company.

16.1.2 The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the place, the date, time, the general purpose of the meeting and any specific purpose.

16.1.3 The notice must be given in a manner mentioned or in such other manner, if any, as may be prescribed by the general meeting, to such persons as are, under the regulations of the Company entitled to receive such notices from the Company.

16.1.4 Despite the provisions of clause 15.2 , a meeting of the Company shall, despite that it is called by shorter notice than that specified in the MOI, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, who hold not less than ninety-five (95) percent of the total voting rights of all the members.

16.1.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

16.2 Quorum

- 16.2.1 The meeting is regarded as quorate if at least twenty-five percent of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the meeting are personally present at the meeting or via an electronic communication.
- 16.2.2 No business shall be transacted at any meeting of members unless a quorum of members is present at the time when the meeting proceeds to business.
- 16.2.3 If within one hour after the appointed time for a meeting to begin, the requirements of subsections 16.2.1 and 16.2.2 have not been satisfied, the meeting is postponed without motion, vote or further notice, for one week ; or if consideration of a particular matter to begin have not been satisfied such matter may be postponed to a later time in the meeting without motion or vote; or if there is no other business on the agenda of the meeting, the meeting shall be adjourned for one week, without motion or vote.
- 16.2.4 The person intended to preside at a meeting that cannot begin due to the operation of subsection 16.2.1 and 16.2.2 , may extend the one-hour limit allowed in subsection 16.2.3 for a reasonable period on the grounds that exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of shareholders to be present at the meeting; or one or more particular members, having been delayed, have communicated an intention to attend the meeting, and those members, together with others in attendance, would satisfy the requirements of subsection 16.2.1 and 16.2.2 , or If, at the time appointed in terms of this section for a postponed meeting to begin, or for an adjourned meeting to resume, the requirements of subsection 16.2.1 ,16.2.2 and 16.2.3 , have not been satisfied, the members of the company present in person or by, proxy will be deemed to constitute a quorum.
- 16.2.5 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 16.2.6 When a meeting is adjourned, notice of the adjourned meeting must be given in terms of the Act. Save as stated above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 16.2.7 Special resolutions required at least seventy-five percent (75%) of the voting rights exercised.

- 16.2.8 A special resolution is required to:
- 16.2.9.1 amend the Company's MOI in terms of section 16(1)(c) of the Act;
 - 16.2.9.2 approve voluntary winding up of the Company, as may be contemplated in section 80(1); or
 - 16.2.9.3 approve any proposed fundamental transaction such as, disposal of all or greater part of assets or undertaking; merger or amalgamation; or scheme of arrangement.
- 16.2.9 For an ordinary resolution to be adopted at a members meeting, it must be supported by at least fifty percent (50%) of the voting rights exercised.
- 16.2.10 After a quorum has been established for a meeting, or for a matter to be considered at a meeting, the meeting may continue, or the matter may be considered, so long as at least two (2) members with voting rights entitled to be exercised at the meeting, or on that matter, are present at the meeting.

16.3 Votes

- 16.3.1 Every member present personally (which in case of a legal person, means the presence of its duly authorised representative) at any general meeting shall have one (1) vote. Members may also be represented by proxy.
- 16.3.2 Each member shall have one (1) vote being equal to the vote of each other voting member on any matter to be determined by vote of the members.
- 16.3.3 At any meeting of members a resolution put to the vote of the meeting must be decided on a show of hands.
- 16.3.4 In the case of an equality of votes, the Chairperson of the meeting at which the show of hands took place, is entitled to a second or casting vote.

16.4 Decision Making

- 16.4.1 All ordinary resolutions of the Company must be adopted by a fifty percent (50% plus 1) plus one of all members who are personally present at a meeting or teleconference and are entitled to vote.
- 16.4.2 All special resolutions of the Company must be adopted by at least seventy five percent (75%) of all members who are personally present or represented by proxy at a meeting or teleconference and are entitled to vote.

16.4.3 Subject to section 60 of the Act, a resolution in writing signed by the all the members for the time being entitled to receive notice of and to attend and vote at a meeting of members or in the case of a legal person, its duly authorised representative on its behalf will be as valid and effectual as if it had been passed at a meeting of the Company duly convened and held.

16.5 Minutes of Meetings

16.5.1 The Company must cause minutes of the proceedings at any meeting of the members to be entered in a minute book kept for that purpose, within one (1) month after the date on which the meeting was held.

16.5.2 All minutes of meetings kept by the Company may be inspected and copied as provided in section 26 of the Act.

17 **Members right to information**

17.1 In addition to the rights to access information set out in section 26 (1), a member of the Company has further rights to information as may be determined from time to time.

18 **Board of Directors**

Subject to the provisions of clause 19 the number of Directors of the Company must not be less than three (3). The Directors shall serve for a period of three years, and retire by rotation subject to re-election and approval at the AGM for another three year term or a shorter period as may be determined and approved by members.

The Directors of the Company shall be appointed by members of the Company at the AGM.

19 The Company may, from time to time at any meeting of its members increase the number of Directors or set a limit to the maximum number of Directors.

20 The Company is entitled, at the meeting of members, to appoint at any time and from time to time any person as a Director.

20.1 Unless the members determine otherwise in general meetings, any casual vacancy occurring in the Board of Directors must be filled by Directors subject to ratification or reappointment by members at the next AGM.

20.2 A Director shall cease to hold office as such if:

20.2.1 she becomes insolvent; or

20.2.2 she becomes of unsound mind; or

20.2.3 she resigns from office by written notice to the Directors of the Company; or

- 20.2.4 she compounds with her creditors; or
- 20.2.5 (s)he absents herself or himself from three (3) consecutive meetings of Directors without a special leave of absence from the Directors; or
- 20.2.6 (s)he ceases to be a Director by virtue of the provisions of the Act or becomes prohibited from being a Director by reason of any order made under the Act; or
- 20.2.7 (s)he is removed by ordinary resolution of the members of the Company at a general meeting, after due notice in writing of such a resolution has been given on at least fifteen (15) days notice. The notice must mention the name of the Director whom the company seeks to remove, and otherwise comply with the formalities set out in the Memorandum for general meetings; and before the members of a company may consider a resolution, the director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a member is entitled to receive, irrespective of whether or not the director is a member of the company; and such director must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote; or
- 20.2.8 (s)he is otherwise removed in accordance with any provisions of the MOI; or
- 20.2.9 his or her term of office has expired; or
- 20.2.10 in the case of a Director appointed in terms of clause 22 , that Director's contract of employment with the Company has expired or is otherwise terminated.

21 Ineligibility and disqualification of directors or prescribed officer

- 21.1 A person who is ineligible or disqualified, as set out in this section, must not be appointed or elected as a director of a company, and company must not knowingly permit an ineligible or disqualified person to serve or act as a director.
- 21.2 A person who becomes ineligible or disqualified while serving as a director of a company ceases to be a director immediately.
- 21.3 A person is disqualified if (s)he :
 - 19.3.1 has been prohibited by the court to be a director or declared delinquent in terms of section 162 or 47 of the Close Corporations Act, 1984
 - 19.3.2 is a juristic person;
 - 19.3.3 (s)he an unemancipated minor, or is under a similar legal disability; or

- 19.3.4 does not satisfy any qualification set out in the company's Memorandum of Incorporation.
- 19.3.5 is an unrehabilitated insolvent;
- 19.3.6 is prohibited in terms of any public regulation to be a director of the company;
- 19.3.7 has been removed from an office of trust, on the grounds of misconduct involving dishonesty; or
- 19.3.8 has been convicted, in the Republic or elsewhere, and imprisoned without the option of a fine, or fined more than the prescribed amount, for theft, fraud, forgery, perjury;

22 Executive Director

- 22.1 Despite the provisions of clause 18 , the Directors must appoint a Chief Executive Officer who will be an employee of the Company for a period to be determined by the Board.
- 22.2 The Chief Executive Officer shall be an *ex-officio* member of the Board of Directors.

23 Powers and Duties of Directors

- 23.1 The business of the Company must be managed by the Directors, who may pay from the assets of the Company all expenses incurred in the promotion, formation, establishment and registration of the Company.
- 23.2 The Directors are entitled to exercise all such powers of the Company as are not excluded by the Act or any statutory modification of such powers, or by the MOI, required to be exercised by the Company in general meetings, subject to any provision of the MOI, to the provisions of the Act and to such resolutions not inconsistent with the aforesaid MOI or provisions as may be prescribed by the Company in general meetings, but no resolution made by the Company in general meetings shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.
- 23.3 The Directors must cause minutes to be made in books provided for the purpose:
 - 23.3.1 of all appointments of officers made by the Directors;
 - 23.3.2 of the names of the Directors present at each meeting of the Directors, and of any Committee of the Directors;
 - 23.3.3 of all resolutions and proceedings at all meetings of the Company and of the Directors, and of Committees of Directors.

- 23.4 The Board of Directors may from time to time appoint one or more of their members to the office of the Executive Director for a period contemplated in clause 22 .
- 23.5 The Directors may from time to time by resolution, entrust and confer upon the Executive Director for the time being such powers vested in them as they may deem appropriate, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such restrictions as they may deem expedient.
- 23.6 The Executive Director appointed pursuant to the provisions of the MOI must not be regarded as the agent of the Directors or their delegate and after such powers have been conferred upon her or his by Directors (s)he must be deemed to derive such powers directly from or MOI.
- 23.7 The Directors are entitled to delegate or to allocate from time to time, to any one of their members or to any person, such powers as are vested in them in terms of the Act or the MOI, provided that any powers so delegated and allocated may be withdrawn or varied at any time.
- 23.8 The Directors are entitled to delegate, or allocate any of their powers to committees consisting of such member or members of their body as they may deem appropriate. Any committee so formed must, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Subject to what is stated in this paragraph, the meetings and proceedings of a committee must be governed by the provisions of the MOI and/or other governance practices relating to meetings and proceedings of members of the Company.
- 23.9 The Directors must report to the members of the Company regularly on the activities of the Company.
- 23.10 A director must at all times exercise the duty of care, diligence and skill, act in utmost good faith and declare any conflict of interest as may arise from time to time.

24 **Remuneration of Directors**

- 24.1 The Company must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless whether the income or asset was derived, to any person who is or was an incorporator of the Company, or is a member or director, of the Company, **except-**
- 24.1.1 as reasonable-
- 21.1.1.1 remuneration for goods delivered or services rendered to, or at the direction of, the Company, or
- 21.1.1.2 payment of, or reimbursement for, expenses incurred to advance a stated object of the Company;

- 24.1.2 as a payment of an amount due and payable by the Company in terms of a *bona fide* agreement between the Company and that person or another;
 - 24.1.3 as a payment in respect of any rights of that person, to the extent that such rights are administered by the Company in order to advance a stated object of the Company; or
 - 24.1.4 in respect of any legal obligation binding on the Company.
- 24.2 The Directors may also pay any Director who serves on any committee or who devotes special attention to the business of the Company, or otherwise performs services which in the opinion of the Directors are outside those of ordinary duties of the Director, such extra remuneration as they may deem appropriate in accordance with *Gender Links Conflict of Interest Policy*.

25 **Borrowing Powers of Directors**

- 25.1 The Company shall not provide any loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to, a director of the Company or of an inter- related Company, or to a person related to any such director unless in pursuit of clauses 25.2 and 25.3 below.
- 25.2 The Directors may in their discretion from time to time, after consultation with members of the Company, raise or borrow any sums of money for the purposes of the Company.
- 25.3 The Directors may secure the payment or repayment of any sums of money so borrowed or raised in terms of this paragraph or the payment of any debt, liability or obligation whatsoever of the Company in such a manner and upon such terms and conditions in all respects as they deem appropriate.

26 **Proceedings of Directors' Meetings**

- 26.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they deem appropriate. Questions arising at any meeting must be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
- 26.2 Any director and the secretary on the requisition of at least ten (10%) of directors in the case a board that has at least 12 members; or two (2) directors in any other case must, at any time, summon a meeting of the Directors.
- 26.3 The Directors' meeting will be regarded as quorate if it consists of not less than fifty percent (50%) of directors at the time but may not be less than three (3) directors.
- 26.4 The Directors may by resolution determine what period of notice must be given of meetings of Directors and may determine the means of giving such notice which may include telephone, telegram, e-mail or telefax. (Until this period has been

determined it will be seven (7) days and all means of giving notice referred to will be permissible).

- 26.5 If, within half an hour from the time appointed for the holding of a meeting of the Board of Directors a quorum is not present, it shall stand adjourned to the same day in the next week at the same time and place.
- 26.6 Subject to the sanction of the members in general meetings, the continuing Directors may act, notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the MOI as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a general meeting of the Company, but for no other purpose.
- 26.7 Directors may participate in meetings by electronic communication of which all persons at the meeting can hear each other at the same time, and participation by such means will constitute presence in person at a meeting. In such instances the notice of a meeting that enables use of electronic participation must inform members of the availability of such facility.
- 26.8 Subject to the provisions of the Act:
 - 26.8.1 A resolution in writing, including through the medium of telefax, E Mail, and being not less than are sufficient to form a quorum, is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted;

27 Chairperson

- 27.1 The Directors may appoint a Chairperson and a Deputy-Chairperson to chair their meetings until the next AGM.
- 27.2 In addition to the powers of the Directors stated above, the Company in general meetings may appoint a Director to either such office if it be vacant, or confirm the appointment of any Director to either such office.
- 27.3 If at any time there is no Director holding office as Chairperson or Deputy-Chairperson, or if at any meeting the Chairperson or Deputy-Chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to preside at the meeting.

28 Validity of Acts of Directors and Committees

- 26.1 As regards all persons dealing in good faith with the Company, all acts done by any meeting of the Directors or of a Committee of Directors or of any Executive, or by any person acting as a Director or any committee, is, despite that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or

was qualified or had continued to be a Director or was entitled to vote, as the case may be.

29 **Company Secretary**

27.1 The Directors shall appoint a person or persons to be Secretary or Secretaries of the Company in terms of Section 86 and 87 of the Act to perform such duties contemplated in section 88 of the Act and other governance regulations.

30 **Audit Committee**

28.1 The Company shall elect an audit committee at each AGM comprising at least three members, who are satisfy requirements of section 94 (4) or 94(5) of the Act.

28.2 The committee shall *inter alia*:

28.2.1 to determine the fees to be paid to the auditor and the auditor's terms of engagement;

28.2.2 ensure that the appointment of the auditor complies with the provisions of this Act and any other legislation relating to the appointment of auditors;

28.2.3 determine, subject to the provisions of this Chapter, the nature and extent of any non-audit services that the auditor may provide to the company, or that the auditor must not provide to the company, or a related company;

28.2.4 pre-approve any proposed agreement with the auditor for the provision of non-audit services to the company;

28.2.5 prepare a report, to be included in the annual financial statements for that financial year;

28.2.6 to receive and deal appropriately with any concerns or complaints, whether from within or outside the company, or on its own initiative;

28.2.7 make submissions to the board on any matter concerning the company's accounting policies, financial control, records and reporting; and

28.2.8 perform other functions determined by the board, including the development and implementation of a policy and plan for a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes within the company.

31 **Auditors**

31.1 The first auditor of a company holds office until the conclusion of the first annual general meeting of the company.

31.2 A retiring auditor may be automatically reappointed at an annual general meeting without any resolution being passed, unless if the retiring auditor is no longer qualified for appointment; or is no longer willing to accept the appointment, and

has so notified the company; or is required to cease serving as auditor, in terms of section 92; or an audit committee appointed by the company in terms of this Act objects to the reappointment; or the company has notice of an intended resolution to appoint some other person or persons in place of the retiring auditor.

- 31.3 If an annual general meeting of a company does not appoint or reappoint an auditor the directors must fill the vacancy in the office in terms of the procedure contemplated in section 91 within 40 business days after the date of the meeting.
- 31.4 The same individual may not serve as the auditor or designated auditor of a company for more than five consecutive financial years. If an individual has served as the auditor or designated auditor of a company for two or more consecutive financial years and then ceases to be the auditor or designated auditor, the individual may not be appointed again as the auditor or designated auditor of that company until after the expiry of at least two further financial years.
- 31.5 If a company has appointed two or more persons as joint auditors, the company must manage the rotation required by this section in such a manner that all of the joint auditors do not relinquish office in the same year.

32 Reserve Fund

- 30.1 The Directors may establish any reserve fund or funds for the purpose of meeting contingencies or for the furtherance of any of the objects of the Company, and such fund or funds may be invested, as the Directors may deem appropriate.

33 Accounts and Audit

- 33.1 The Directors must cause all such books of accounts as are prescribed by the Act to be kept.
- 33.2 The books of accounts must be kept at the registered office of the Company, or at such other place or places as the Directors deem appropriate, and must always be open to the inspection of the Directors.
- 33.3 The Directors must, from time to time in accordance with the Act, cause to be prepared and laid before the Company in the AGM such annual financial statements as required by the Act.
- 33.4 A copy of the annual financial statements that is to be laid before the Company at the AGM, must by not less than fifteen (15) days before the date of the meeting be sent to every member of the Company, provided that this regulation does not require a copy of those documents to be sent to any person of whose address the Company is not aware.

34 Notices

- 34.1 A notice may be given by the Company to any member either personally, by telefax or e-mail if known or by sending it through the post in a prepaid letter addressed to such member at his or her registered address or (if (s)he has no

registered address in the Republic) at the address, if any, supplied by her to the Company for the giving of notices to her.

- 34.2 Any notices if given by post will be deemed to have been served at the time when the letter containing the same is put into the Post Office and, in proving the giving of the notice sent by post, it will be sufficient to prove that the letter containing the notice was properly addressed and put in the Post Office.

35 **Indemnity**

- 35.1 The Company must indemnify every Director, Executive Director or Chief Executive Officer, or officer of the Company while acting as such, for any reasonable costs incurred, where they incur liability in the following circumstances:

35.1.1 where they have defended themselves in any civil proceedings and judgment is given in their favour;

35.1.2 where they defend themselves in any criminal proceedings and they are acquitted; or

35.1.3 where they are a party to any application in terms of the Act, or any amendment thereof, and relief is granted to them by a Court.

36 **Winding-Up**

- 34.1 If the Company shall be wound up or dissolved, the liquidator must comply with the provisions of schedule 1 paragraph 4 of the Act.

- 36.2 Upon its winding-up, deregistration or dissolution the entire net value of the Company shall be distributed to other non profit Companies or external non- profit Companies carrying on activities within the Republic, voluntary associations or non-profit trusts having objects similar to its main object, to be determined by the members of the Company at or before the time of its dissolution or, failing such determination, by the Court.

Annex C

BOARD OF DIRECTORS REGULATIONS

CONTENTS

TITLE I. GENERAL FUNCTIONS AND ACTION PRINCIPLES OF THE BOARD OF DIRECTORS

- Article 1. General functions of the Board of Directors
- Article 2. Action Principles of the Board of Directors

TITLE II. COMPOSITION OF THE BOARD OF DIRECTORS

- Article 3. Quantitative composition

TITLE III. APPOINTMENT AND TERMINATION OF DIRECTORS

- Article 4. Appointment of Directors
- Article 5. Office term
- Article 6. re-election of Directors
- Article 7. termination of Directors
- Article 8. Voting criteria

Title IV. WORKING OF THE BOARD

- Article 9. Board Chairperson
- Article 10. Board Vice Chairperson
- Article 11. Board Secretary

Title V. WORKING RULES

- Article 12. Meeting of the Board
- Article 13. Meeting Performance

Title VI. BOARD COMMITTEES

- Article 14. Executive Committee
- Article 15. Other Committees
- Article 16. Audit Committee

Title VII: RIGHTS AND OBLIGATIONS OF DIRECTORS

- Article 17. Right and Duty of Information
- Article 18. Duty of Diligence
- Article 19. Duty of Secrecy
- Article 20. Duty of Allegiance
- Article 21. Duty of loyalty

Title VIII. DIRECTORS' REMUNERATION

- Article 23. directors' remuneration

Title I. GENERAL FUNCTIONS AND ACTION PRINCIPLES OF THE BOARD OF DIRECTORS

Article 1- General Functions of the Board of Directors

- 1.1 Pursuant to the provisions of the Law and the Articles of Association, the Board of Directors is Gender Links' maximum administrative, supervisory and representative body. Consequently, it has the power to carry out, within the scope encompassed within the Association's purpose and delimited in the Articles of Association, all legal administration and disposal acts and businesses, by virtue of whatsoever legal title, with the exception of those reserved by Law or the Articles of Association for the exclusive power of the General Members' meeting.
- 1.2 Without prejudice to the foregoing, the Board of Directors is configured basically as a supervisory and control body, with the ordinary management of the Gender Links' operations being entrusted to the Chief Executive Officer and the management team.
- 1.3 The powers which, by virtue of the Law or the Articles of Association, are reserved exclusively for the Board of Directors and all others that may be necessary for the responsible exercise of its basic supervision and control function may not be delegated.
- 1.4 Within the scope of its supervision and control functions, the Board of Directors shall set Gender Links' strategies and management guidelines; it shall lay the foundations for the corporate organization with a view to ensuring its maximum efficiency; it shall introduce and safeguard the establishment of appropriate communication procedures to Gender Links members; it shall adopt appropriate decisions on corporate and financial transactions of particular importance to Gender Links; and it shall approve the bases of particular importance to Gender Links; and it shall approve the bases of its own organization and working for the best fulfillment of these functions.

Article 2 - Action Principles of the Board of Directors

- 2.1 The Board of Directors shall perform its functions in line with Gender Links' interests; and, in this connection, it shall act to ensure Gender Links' long-term viability and maximize its value, weighing legitimate plural public and private interests which play a part in the development of any organization.
- 2.2 The Board of Directors must act at all times in strict compliance with generally accepted ethical principles and values.

Title II. COMPOSITION OF THE BOARD OF DIRECTORS

Article 3 - Quantitative composition

- 3.1 The Board of Directors shall be made up of a number of Directors to be established by the General Members meeting within the limits laid down by the Company's Articles of Association.
- 3.2 The Board shall propose to the General Members' Meeting the number of Directors which, based on the circumstances prevailing within Gender Links at any given moment, may be deemed to be the most appropriate to ensure the body's due representation and efficient working.
- 3.3 Directors may be appointed on independent or regional basis. Those appointed on independent basis are those not tied to regional representation. While those directors appointed on regional basis are tied to countries within the SADC region.
- 3.4 Both those appointed on independent basis and those appointed on regional basis shall be appointed based on their personal and professional status and their contribution to gender issues. They should perform their functions without being conditioned by relations within Gender Links, its members or its executives.

The following cannot be appointed as directors in any event:

- a) If they have been employees of Gender Links, unless 3 years, have elapsed since that relationship ended.
- b) If they are, or have been in the last 3 years, partners of the external auditor or responsible for the auditor's report.
- c) If they have, or have had in the last year, an important business relationship with Gender Links, whether in their own name or as a significant shareholder, Director or senior manager of the company that has, or has had, that relationship.
- d) If they are the spouse, or person with similar emotional ties, or family members up to the second degree of an Executive Director or senior manager of Gender Links.
- e) If they have not been proposed for appointment or re-appointment by the Board of Directors.

Title III. APPOINTMENT AND TERMINATION OF DIRECTORS

Article 4 - Appointment of Directors

- 4.1 Pursuant to the provisions of Articles of Association, Directors shall be appointed by the General Members' meeting or, on a provisional basis, by the Board of Directors.
- 4.2 Proposals for the appointment of Directors submitted by the Board of Directors to the consideration of the General Members' Meeting must comply with the provisions of this Regulation.

Article 5 - Office term

- 5.1 The Directors shall hold office for the maximum term established in the Articles of Association, and can be re-elected one or more times for periods with the same duration.
- 5.2 Directors designated by The Board of Directors shall hold office up to the date of the General Members Meeting unless the General Members Meeting confirms the appointment.

Article 6 - Re-election of Directors

- 6.1 The proposals for re-election of Directors that the Board of Directors decides to put to the general Members' meeting must comply with the provisions of this Regulation.

Article 7 - Termination of Directors

- 7.1 Directors shall terminate their office when the period for which they are appointed has elapsed or when the corresponding resolution is adopted by the general Members' Meeting, using the powers legally conferred on it.
- 7.2 Directors must tender their resignation to the Board of Directors and formalize the corresponding resignation in the following cases:
 - a) When they are involved in conduct that amounts to a violation of Gender Links' conflict of interest regulations.
 - b) When seriously reprimanded by the Board on the grounds of failing to fulfill their obligations as Directors.
 - c) When their presence on the Board may negatively affect the reputation enjoyed by Gender Links or in any other way places its interests at risk.

Article 8 - Voting criteria

- 8.1 Pursuant to the provisions of this regulation, Directors affected by appointment, re-election, or termination proposals shall abstain from taking part in the deliberations and votes in connection therewith.
- 8.2 All votes by the Board of directors on the appointment, re-election or termination of Directors shall be secret, if so requested by any of its members.

Title IV. WORKING OF THE BOARD OF DIRECTORS

Article 9 - Board Chairperson

- 9.1 The Board of Directors shall elect one of the directors to be Chairperson of the Board of Directors. The Chairperson of the Board shall assume the chair of all Board meetings.
- 9.2 Whenever the Board of Directors adopts a resolution to appoint a new person to discharge the office of Chairperson, it must establish the powers to be delegated to the Chair person if any.

Article 10 - Board Vice- chairperson

- 10.1 The Board of Directors may elect from amongst its members a Vice-chairperson, to stand in for the Chairperson, by delegation or in the absence of the latter and, in general, in all cases, function and attribution of the latter, and, in general, in all cases, functions and attributions that may be deemed appropriate by the Board or Chairperson.

Article 11 - Board Secretary

- 11.1 There shall be a Secretary of the Board appointed by the Board of Directors. He or she need not be a Director.
- 11.2 The Secretary shall assist the Chairperson in the discharge of the latter's duties and must safeguard the good workings of the Board, ensuring in particular, that the Directors receive all the necessary information and advice, keeping documentation, duly reflecting in the minutes the performance of Board meetings and certifying the resolutions thereof.

Title V: WORKING RULES

Article 12 - Meetings of the Board of Directors

- 12.1 The power to call a meeting of the Board of Directors and, when applicable, to draw up the Agenda thereof corresponds to the Chairperson who, nevertheless must call it when so requested by two Directors, with an indication of the matters to be discussed.
- 12.2 The Board of Directors shall hold an ordinary meeting with the regularity that, at any given moment, the Chairperson may deem most suitable for Gender Links good progress.
- 12.3 The time schedule of ordinary meetings shall be established by the Board of Directors itself before the start of each financial year. The time schedule can be modified by a decision of the Chairperson or a resolution of the Board in which case such modification must be made known to the Directors as quickly as possible.
- 12.4 The formal notice of ordinary meetings shall be made by letter, fax, telegram, or e-mail and shall be authorized with the signature of the Chairperson or that of the Secretary by order of the Chairperson. The notice of meeting shall be given a minimum of three days in advance of the date set for the meeting.
- 12.5 The notice shall include a preview of the meetings' intended Agenda and shall be accompanied by applicable and available written information. At any event, the Chairperson shall always have the power to put to the Board of Directors those matters that it deems necessary, irrespective of whether or not they appear on the meetings' Agenda.
- 12.6 When the circumstances make it advisable, the Chairperson may give notice of meeting, on an extraordinary basis, by telephone, fax, or e-mail to the Board of Directors, without complying with the term of advance warning or the other requirements indicated in the foregoing section.

Article 13 - Meeting performance

- 13.1 The Board meeting shall be quorate when half plus one of its members are present or represented at the meeting.
- 13.2 Directors must attend the Board meetings personally or when, for exceptional reasons, they cannot do so, they shall endeavor to ensure that their representation is granted in favor of another Board member, including, as far as is possible the appropriate instructions.

- 13.3 These delegations can be granted by letter or any other means which, in the Chairperson's opinion, guarantees the representation certainty and validity.
- 13.4 Similarly, the Board of Directors may authorize the attendance of Directors through telephonic or audiovisual media, provided that these media enable intercommunication and interactivity in real time between all the attendants.
- 13.5 The Chairperson shall organize the debates, seeking and encouraging the participation of all the Directors in the deliberations.
- 13.6 At the Chairperson's proposal, Gender Links' top managers shall attend the Board Meetings whenever their intervention is necessary or advisable, so as to report on matters of their competence.
- 13.7 Except in those cases in which another voting quorum is specifically applicable, resolutions shall be adopted by an absolute majority of the Directors present or represented at the meeting.
- 13.8 On an exceptional basis, when the urgency of the situation so requires, the Chairperson may propose the adoption of resolution without a meeting and in writing (mail, fax, e-mail, etc.), always provided that none of the Directors opposes this procedure.

Title VI: BOARD COMMITTEES

Article 14 - Executive Committee

- 14.1 Without prejudice to the delegation of powers in favor of the Chairperson or, when applicable, the CEO or Vice-Chairperson, the Board of Directors may designate, from among its members, an Executive Committee with decision-making powers that correspond to the Board of Directors, except those which cannot be delegated pursuant to the law and the Articles of Association. In addition, the Board of Directors may entrust other functions to the Executive Committee.
- 14.2 The Executive Committee shall be made up of the Chairperson of the Board and a number of members no less than three and no more than nine Directors, designated by the Board of Directors.
- 14.3 The Executive Committee shall meet as many times as it may be called by its Chairperson. The Chairperson and Secretary of the Executive Committee shall be the persons who hold the same offices on the Board of Directors, and it is also possible to designate a Vice Chairperson and a Vice Secretary.

- 14.4 The Executive Committee shall be quorate when half plus one of its members are present or represented at the meeting.
- 14.5 Resolutions shall be adopted by the majority of the Directors present or represented at the meeting, with the Chairperson having the casting vote in the event of a tie.
- 14.6 The Executive Committee shall punctually inform the Board of the subjects discussed and the resolutions adopted at its meetings.

Article 15: Other Committees

- 15.1 The Board of Directors may also create one or several Committees to which it may entrust the permanent and examination and follow-up of an area of particular relevance for Gender Links' good governance or for the monographic analysis of an aspect or issue, the significance or degree of importance of which makes this advisable.
- 15.2 These Committees shall not have the status of Corporate Bodies, being configured as instruments at the service of the Board of Directors, to which they shall report on the conclusions they have reached in the matters or issues whose monographic handling has been entrusted to them by the latter.
- 15.3 The Board of Directors shall establish the number of members of each Committee, and shall designate, the Directors who will form it.
- 15.4 So as to facilitate appropriate and fluid relations with the Management of Gender Links, each Committee may have a senior manager assigned to it, with the right to speak but without the right to vote, shall attend the various meetings held by the Committee and who may be appointed secretary thereof.
- 15.5 The senior manager must leave the meeting whenever, owing to the nature of the subjects to be discussed, the Committee deems it advisable.
- 15.6 The Committee shall regulate their own working rules, they shall appoint from amongst their members a Chairperson and a Secretary, and they shall meet after being called by their respective Chairperson, having the obligation to draw up an action plan, of which the Board of Directors must be informed.
- 15.7 The Committee's meeting shall be quorate with the attendance, either direct or through representation, of at least half of their members, and their resolution shall be adopted by the majority of the attendees. In the event of a tie, the Chairperson shall have the casting vote.

- 15.8 The corresponding minutes of each meeting held by the Committee shall be drawn up by their respective Secretary and shall be submitted to the Secretary of the Board of Directors for filing. Nevertheless, the minutes of the meeting of the Board's Committees shall be available to the members of the Board of Directors for possible consultation.
- 15.9 Members of Gender Links' senior management shall attend the meetings of the Committees whenever, in the opinion of their respective Chairperson, their participation is deemed to be necessary or advisable, for the purpose of reporting on matters pertaining to their competence.
- 15.10 The Executive Committee shall punctually inform the Board of the subjects discussed and the resolution adopted at its meetings.

Article 16. Audit Committee

- 16.1 The Board of Directors shall create an Audit Committee.
- 16.2 The Audit Committee shall be made up of a minimum of three and a maximum of five directors designated by the Board of Directors.
- 16.3 Members of the Audit Committee, and especially its chairperson shall be appointed based on their knowledge and experience in accounting, auditing and risk management.
- 16.4 The Committee shall regulate its own working rules, they shall appoint from amongst their members a chairperson and a secretary, and they shall meet after being called by their respective chairperson.
- 16.5 The Committee's meetings shall be quorate with the attendance, either direct or through representation of at least half of its members and its resolutions shall be adopted by the majority of attendees. In the event of a tie, the chairperson shall have the casting vote.
- 16.6 Resolutions shall be adopted by the majority of the Directors present or represented at the meeting, with the chairperson having a casting vote in the event of a tie.
- 16.7 Without prejudice to any other functions which may be assigned to it by the Board of Directors, the Audit Committee's main functions shall be that of acting as support to the Board of Directors in its supervisory functions and, in particular, it shall have at least the following functions: (a) propose to the Board, for subsequent submission to the General Association's meeting, the designation of the Auditors; (b) monitor the independence and efficacy of the internal audit

- function; (c) supervise the drafting process and the integrity of the financial information about the Association, reviewing compliance with the regulatory requirements; (d) maintain relations with auditors in order to receive information on any questions that may jeopardize the auditors independence and to receive information and maintain with the auditors the communications provided for in the audit legislation and technical auditing standards.
- 16.8 The Audit committee shall meet at least once every quarter or as many times as may be deemed necessary, subject to notice by the chairperson at its own decision or in response to the request of its members or the Executive Committee

TITLE IX - RIGHTS AND OBLIGATIONS OF DIRECTORS

Article 17 - Duty of information and to be informed

- 17.1 Directors must diligently report on the Associations progress and work obtaining for the purpose as much information as they may consider necessary or appropriate at any given moment for the satisfactory discharge of their activities.
- 17.2 To this end, the Directors are granted the power to obtain information on any aspect of the Gender Links work and to examine its books, registers, documents and all other background information relating to Gender Links transactions.
- 17.3 So as not to interfere with the ordinary management, the exercising of the right to information shall be channeled through the chairpersons or secretary of the Board of Directors, who shall attend to the Directors request, making the information directly available to them or offering them the appropriate spokesperson at the applicable organizational level.

Article 18 - Duty of Due Diligence

- 18.1 The Directors must act within the diligence of an ordinary business person and loyal representative, by virtue of which they have the obligations to: (a) acquaint themselves and adequately prepare for the meetings of the Board; (b) attend the meetings of the Board and actively participate in the discussions, so that their criterion effectively plays a part in the taking of decisions, assuming responsibility for them; (c) discharge any specific task which may be entrusted to them by the Board of Directors or that is reasonably included within their dedication undertaking; (d) promote the investigation of any irregularity in Gender Links management activities which they have received news and secure the adoption of adequate control measures over all situations of risk and challenging all resolutions contrary to the law, the Articles of Association or Gender Links interest.

- 18.2 In the discharge of their duties, the Directors must carry out the duties imposed on them by the law and the articles of Association with allegiance to the interests of Gender Links.

Article 19 - Duty of Secrecy

- 19.1 The Directors, even after ceasing in their functions, must maintain the secrecy of the confidential information and reservation of all information, data, reports and background papers of which they became aware through the performance of their office, without being able to communicate such information to third parties or disclose it when this could have harmful consequences on Gender Links' interests.
- 19.2 All the documentation and information made available to the directors by virtue of their office is confidential and may not in any way be disclosed, except when, by a resolution of the Board of Directors, this obligation is expressly excluded.

Article 20 - Duty of Loyalty

- 20.1 In the discharge of their duties, the directors shall act with absolute legality to Gender Links interest. To this end directors: (a) must not make use of Gender Links assets or take advantage of their position in Gender Links in order to gain financial advantage, except when they have paid an adequate consideration; (b) Directors must inform the Board of Directors of any situations of direct or indirect conflict of interest they may have with Gender Links. In the event of a conflict, the affected director shall abstain from participating in transactions to which the conflict refers and (c) No director may enter into direct professional or commercial operations or transactions with Gender Links when such transactions are not carried out at an arms-length basis except when the Board of Directors is informed about the transaction and the Board approves of the transaction.

Article 21 - Remuneration

- 21.1 Directors shall have the right to receive the remuneration established by the Board of Directors pursuant to the Articles of Association.

ANNEX D: INSTITUTIONAL SCORE CARD

NO	KEY PERFORMANCE AREA	SCORE	NOT SURE
	STRATEGIC POSITIONINIG		
	<i>Vision, mission and core values</i>		
1	GL has a clear vision, mission and core values		
2	The vision, mission and core values are known & internalized by governance, management & staff and shared with new governance, management and staff		
3	The vision, mission and core values are regularly reviewed to ensure relevance		
	<i>Formulation of relevant strategies</i>		
4	GL understands and regularly reviews the political context within which it works.		
5	GL has clear, comprehensive strategies		
6	The strategies have been developed in a participatory manner and are well known by the whole team		
7	The strategies are reviewed regularly		
	<i>Legitimacy for its work</i>		
8	GL has a strategy for communicating about itself (e.g. brochures, flyers, annual reports etc.)		
9	GL is a well known player within its field confirmed by its participation in public thematic discussion/debates, being used as a reference point, invitation to give talks/contribution in different forums etc.		
10	GL regularly disseminates information and/or shares learning and insights from its work with other interested parties through organized forums.		
	GOVERNANCE		
	<i>Governance structures</i>		
11	GL has an independent governing body (board) besides the management team with a clear demarcation of roles and responsibilities		
12	The Board meets regularly, minutes are taken and maintained		
13	The Board plays its oversight role and policy direction in GL		
14	The board has equal gender representation		
15	The board is renewed regularly		
16	GL has a clear governing constitution that is reviewed and updated regularly		
	<i>Application of democratic rule</i>		
17	The routines and practices of GL are fair and transparent		
18	Decision-makers are held accountable for the decisions they make		
19	There are clear, formal lines/systems for decision making that involve as broad participation as practical		
20	GL does not exclude participation by people on account of their sex, ethnic or religious affiliation		

NO	KEY PERFORMANCE AREA	SCORE	NOT SURE
	Programme of action		
	<i>Planning for implementation</i>		
21	GL has a strategic plan aligned to the vision and mission		
22	GL has annual plans drawn from the strategic plan		
23	Planning is done in an integrated and participatory manner and is understood by everyone involved in implementation		
24	The plan clearly defines the expected activities, indicators and results and is used for monitoring and evaluation		
25	Planning takes into account the gender perspective and PLWA		
26	Planning takes into account the PLWA		
27	There is flexibility for the planned activities to be adjusted in case of significant changes during the implementation period		
	<i>Working methods</i>		
28	GL 's working methods are reflected in the policy and other steering documents		
29	GL allows its stakeholders to critically and openly examine the work methods; GL responds constructively to feedback from stakeholders		
30	Work methods are regularly reviewed in a participatory manner		
	<i>Reporting and documentation</i>		
31	GL documents what it considers important either for dissemination or for archiving		
32	GL reports to the donors on a timely basis according to their requirements		
	<i>Follow up</i>		
33	GL has systems, tools and routines for regular follow-up to compare quality and quantity of results against plans and ensures that follow up takes place		
34	Findings from these follow-ups are usually discussed in relevant forums		
	<i>Partnerships and target groups</i>		
35	GL has well defined target groups		
36	GL is known by the defined target groups		
37	The relationship between GL and the target group is alive – characterised by free interaction and expression.		
38	Target group accepts/appreciates the work of GL as addressing their needs.		
39	GL has partnerships with national and external NGOs		
40	GL has a mechanism for involving the target group in its processes e.g. planning, monitoring and review		
41	Feedback from the target group is taken seriously by GL and is always acted upon		
42	GL conveys relevant information to the target group effectively and on a timely basis		
43	GL actively participates in relevant networks.		

NO	KEY PERFORMANCE AREA	SCORE	NOT SURE
44	GL has been involved in joint activities with other network member organizations		
45	Through the networks GL has been able to acquire new information, work methods, skills etc.		
46	Those who participate in networks always give feedback to the other relevant staff in GL		
47	GL has leadership/coordination role in some of the networks		
48	GL regularly reviews participation in networks to ascertain those that are beneficial and those that are not		
	Institutional strengthening		
	<i>Physical resources</i>		
49	GL has comfortable and pleasant working space		
50	Staff have the equipment and resources they need to be able to work		
51	There is space for meetings and interactive events		
52	GL ensures that its physical assets are insured, safe and secure at all times		
	<i>Electronic resources</i>		
53	There is formal procedure manual of hardware, software and instructions on the use for organisational information systems		
54	Staff are trained and receive support in how to use IT effectively		
55	Technical problems are solved within short periods of time without disrupting work.		
	<i>Administrative and financial routines</i>		
56	GL has an administrative and operational policy that is in use.		
57	There are established systems and routines in all areas of GL work; these are clear and transparent.		
58	Administrative decisions are made in an effective manner (consistently and promptly)		
	<i>Human resources</i>		
	<i>Selection and recruitment</i>		
59	GL has a recruitment policy that is applied in all cases		
60	All positions in GL have clear and operationalised job descriptions		
61	All people working in GL have relevant qualifications, skills and experience		
62	GL has engaged enough people commensurate to the planned activities.		
	<i>Capacity building</i>		
63	GL has a staff development policy; encourages learning and supports capacity building; regularly updates the knowledge of staff through relevant refresher courses/workshops		
	<i>Roles and responsibilities</i>		
64	GL has a documented structure that is known to staff members; Duties and responsibilities area allocated according to the		

NO	KEY PERFORMANCE AREA	SCORE	NOT SURE
	structure		
65	Every member of staff has a clear job description stating the responsibilities and the reporting lines		
66	The structure is regularly reviewed, especially when strategies change and the structure effectively facilitates coordination of activities		
	<i>Performance, discipline and reward</i>		
67	There a system of appraising staff performance periodically in order to identify capacity gaps and also assess rewards and incentives?		
68	Cases of poor performance are addressed effectively		
	<i>Work environment and communication</i>		
69	Staff have regular staff meeting where they are able to freely express their feelings and opinions		
70	The relationship between the management and staff is cordial		
71	GL have a clear and effective mechanism for handling staff grievances as well as cases of indiscipline.		
72	Management does not discriminate against staff on account of their sex, ethnic or religious affiliation		
73	GL has HIV and gender workplace policies that are well known and implemented		
74	GL has a well being programme that is budgeted and assists staff to cope with balancing work and other needs.		
	Sustainability		
	<i>Financial policies and procedures</i>		
75	GL has a written financial policy that is in use		
76	GL has committed and qualified finance manager/accountant to carry out all finance related activities of the organisation		
77	The Chief Executive Officer has a basic understanding of financial accounting		
78	GL has a written purchasing and procurement policy that is in use		
79	GL has a comprehensive fixed assets policy		
80	GL has the ability and capacity to develop good proposals for donor funding		
81	The accounting system provides for accumulating and recording expenditures by grant and cost category shown in the approved budget		
82	All vouchers are filed with all original supporting documents chronologically		
83	Monthly management reports are generated and reviewed.		
84	Rejected transactions are promptly analysed and corrected by a supervisor		
85	Back up copies are maintained and stored in a secure, fire resistant area?		

NO	KEY PERFORMANCE AREA	SCORE	NOT SURE
86	GL has no difficulty with financial reports to donors – accuracy and timeliness		
87	There budgeting procedures in place and budgets are taken seriously		
88	Accounts are audited annually and comments by auditors taken seriously to improve financial management		
89	GL ensures value for money from service providers		
90	Travel is managed carefully to ensure best value for money and lack of wastage due to cancellation, change of plans etc.		
91	All staff, especially managers, are trained in financial systems and held accountable for any transactions they are involved in or budgets that they manage.		
	<i>Long term financial planning and resource mobilization</i>		
92	GL’s resource mobilization strategy embeds sustainability needs		
93	GL has diversified sources of funding		
94	GL has/is building an asset base		
	Monitoring and evaluation		
95	GL has internal project monitoring, evaluation and management systems and indications on how they contribute to good, accountable performance by GL .		
96	GL has mechanisms to monitor, support and operationalise amended and/or new policies		
97	Organisational reporting is based on results rather than just on activities		
98	GL has a mechanism of incorporating new learning and experiences from these follow-ups into future plans; these are reviewed regularly to ensure relevance and effectiveness		
99	GL uses both quantitative and qualitative methods to document results		
100	GL packages and communicates the results of its work effectively and to a variety of relevant stakeholders		