



SISTERS WORKING IN FILM AND TELEVISION (SWIFT) CONSTITUTION

As adopted on 28 January 2017 and amended on 31 August 2019

1. Purpose of Constitution

- 1.1 The purpose of this Constitution is to provide a framework for the implementation of the duties and responsibilities of the Organisation, Sisters Working In Film and Television.

2. Name

- 2.1 The name of the Organisation hereby constituted is Sisters Working In Film and Television (SWIFT).

3. Legal Status

- 3.1 The Organisation is established as a voluntary Organisation of women in the audiovisual industry.
- 3.2 The Organisation shall exist in its own right, separately from its members, and shall continue to exist even when its membership changes and there are different office-bearers.
- 3.3 The Organisation may impose membership fees or levies on members; solicit for donations, sponsorships or grants; impose fees on the processing and/or sale of documentation; charge fees for training courses, seminars and conferences; or use any other means to attract the funds to meet the needs of its business plan.
- 3.4 The Organisation will be able to acquire and dispose of assets (including the right to movable and immovable property).
- 3.5 The Organisation will be able to incur obligations and enter into legal transactions. The Organisation shall be able to sue and be sued in its own name. All actions, suits or other proceedings at law, by or against any committee, office-bearer or employee acting officially on behalf of the Organisation, and where they were mandated by the Organisation to do so, must be brought by or against the Organisation.
- 3.6 Members and office bearers do not become personally liable for any of the obligations and liabilities of the Organisation solely by virtue of their status as members or office bearers. Office bearers are, further, 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 office bearer is performing functions for or on behalf of the Organisation.
- 3.7 No member has or may have, either directly or indirectly, any personal or private interest in the Organisation. The Organisation does not or may not have a share or other interest in any business, profession or occupation, which is carried on by its members. For clarity, this should not preclude members from receiving grant aid that may arise from any program the

Organisation may set up. Any member applying for a grant must recues herself from the grant making decision process.

- 3.8 The Organisation is not and will not knowingly become a party to, and does not and will not knowingly become a party to, and does not and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter II of the Income Tax Act, 1962, or a transaction, operation or scheme as contemplated in section 103(5) of that Act.
- 3.9 Be an organisation not for gain, as defined in the Non-Profit Organisations Act of 1997 ('the Act').
- 3.10 Comply with the requirements of Section 30 of the Income Tax Act, 1962.

4 Interpretation

- 4.1 In this Constitution, unless inconsistent with the context, chapter, article, clause and paragraph headings are for purposes of reference only and shall not be used in interpretation.
- 4.2 Unless the context clearly indicates a contrary intention, words connoting:
- 4.3 The singular includes the plural and vice versa;
- 4.5 Natural persons include artificial persons and vice versa.

5 Definitions

- 5.1 " Organisation " means the 'Sisters Working In Film and Television' Organisation.
- 5.2 "Board member" means a person duly nominated and elected by the members of the Organisation to serve on the board of the Organisation.
- 5.3 "Chairperson of the board" means any person who is elected to and chairs the board of the Organisation.
- 5.4 "Chairperson of a committee" means any person who is elected to and chairs any committee serving the Organisation.
- 5.5 "Committee" means any permanent committee, ad-hoc committee or sub-committee of the Organisation.
- 5.6 "Member" means any female audiovisual maker or aspirant female audiovisual maker or interested female who qualifies for membership of the Organisation, is registered as a member, and has paid her membership fees.
- 5.7 "Audio visual maker" shall mean any female who engages in any visual media that currently exists or is yet to be invented.
- 5.8 "Standard" shall mean any published specification that determines the final quality of a product, or any recommended procedure for carrying out a function.

6 Objectives of the Organisation

- 6.1 The main objective of the Organisation is to nurture and develop the interests of women in the South African audiovisual industry, whilst recognising and prioritizing black women who are historically disadvantaged. This will be through the active promotion of women in the industry and the creation of a support hub for women.

- 6.1.1 to actively engage with stakeholders, broadcasters, production companies, agencies and funders to create opportunities for women in a sustainable industry;
- 6.1.2 to further gender diversification in all areas of the audiovisual industry and by so doing to reflect and encourage the plurality of voices in all geographic regions in South Africa;
- 6.1.3 to further transformation of the audiovisual industry. Specifically, recognising the imbalances that exist in the industry as result of historical social and political inequalities (race, class and sex), and working to facilitate a demographically appropriate and equitable representation of gender;
- 6.1.4 to serve as a resource for both professional and aspirant women in terms of advancing skills;
- 6.1.5 to create a strong advocacy unit for women in the industry that will lobby for their rights and work opportunities;
- 6.1.6 to lobby for protection of practitioners' rights with regards to intellectual property;
- 6.1.7 to network with local and international organisations of like interest to further the Organisation and members' objectives;
- 6.1.8 to raise the profile of women in the South African audiovisual industry;
- 6.1.9 to provide a network for women to share skills and experiences, garner support and find mentors;
- 6.1.10 to encourage training and development for women in the field of visual media in such a way that training by the Organisation is accessible to as many women as possible within the industry
- 6.1.11 to further the employment and creative roles of women in the industry, including the creation of a database of qualified female professionals;
- 6.1.12 to support women's creative and professional work;
- 6.1.13 to lobby for equitable relationships for women with trade and funding resources;
- 6.1.14 to create a research unit that collects information about women's participation in the industry that can serve as the basis for strong advocacy;
- 6.1.15 to build a creative support hub for women;
- 6.1.16 to attract women who work in and contribute to the industry to become members of the Organisation;
- 6.1.17 to promote job creation, gender equity, equality on the basis of disabilities, equality on the basis of sexual orientation and racial equity within the industry;
- 6.1.18 to initiate and promote appropriate research about the industry specifically to advance women in the industry;

6.1.19 to gather and disseminate information on opportunities and funding for women in the industry while recognising that black women are still more marginalised compared to white women and may require greater economic support

6.2 To fulfil the below mission statement:

6.3 *Sisters Working in Film & Television is a non-profit organisation committed to empowering women working in the industry. SWIFT advocates for gender parity and intersectionality both in front of and behind the camera. In addition to championing equal opportunities for women in a historically male-dominated industry, and prioritizing equal opportunities for black women in an historically white dominated sector SWIFT provides professional support and development, mentorship and networking opportunities to its members. United by common cause, SWIFT members work together to promote and enable transformation so that screens in our country may reflect all voices and a true diversity of perspective.*

7 Members of the Organisation

7.1 Female audiovisual makers and aspirant female audio visual makers are eligible to become members of the Organisation provided they agree with the core objectives of the Organisation and the standard “Code of Conduct” the Organisation may promulgate from time to time.

7.2 Such membership may, at the discretion of the board, be subject to approval by a membership sub-committee, or failing the existence of such a sub-committee, a majority vote by the board, whose ruling will be binding only for the tenure of that board. Any person may re-apply for membership under a new board.

7.3 Affiliate membership will be available to any individual trading as an organisation, society, company, close corporation or similar body that works in conjunction with audiovisual making.

7.4 The membership sub-committee has the right to invite qualifying individuals to join as honorary members, but such class of membership will be for a maximum of five (5) years, and may be revoked if the honorary member acts against the core objectives of the Organisation or outside of its “Code of Conduct.”

7.5 Members are required to attend the Annual General Meeting where they may inter alia exercise their right to determine policy of the Organisation. Should a Member for good reason be unable to attend, they may designate another Member attending to act as proxy.

7.6 Any member in good standing may not hold more than 5 proxies.

8 Removal of Members

8.1 The membership sub-committee, or failing the existence of such a sub-committee, a majority vote by the board of the Organisation, may remove a member from the membership role:

8.1.1 On the written request of the member who wants to resign, any member intending to resign must provide at least one calendar month’s notice in writing. Membership subscriptions are not refundable;

8.1.2 For serious misconduct based on the Organisation’s code of conduct which will be made available to members and amended from time to time;

8.1.3 If the member has ceased to exist;

8.1.4 If a member has failed to pay the prescribed membership fee by the prescribed date (automatic removal from membership);

- 8.1.5 For engaging in activity that clearly undermines the integrity of the Organisation.
- 8.2 The full board of the Organisation must vote by majority secret ballot to affirm any removal under clause 8.1.5.
- 8.3 Any member removed or suspended under this section shall have the right to appeal through procedures delineated in section 21 “Dispute”

9 Membership Fees

- 9.1 Membership fees will be decided by the board on an annual basis.
- 9.2 The board may decide to waive the fees of certain individuals in lieu of work that they perform for the Organisation.
- 9.3 Discounted fees may be offered at the discretion of the board to any member unable to pay the full fees.
- 9.4 Membership fees must be invoiced on proper stationary in a legal format, reflecting the NPO number of the Sisters Working in Film and Television.

10 Board

- 10.1 The board of the Organisation shall consist of up to 12 board members, but no less than 5 board members at any time.
- 10.2 The members of the Organisation shall elect the board every two years. A formal nomination process will be followed for each board, which will then be voted on in an electronic process prior to the annual general meeting (AGM) in accordance to section 13.
- 10.3 At any point this elected board may second up to two additional Boards Members from the membership of the organisation. The elected board members may informally canvas among the membership to ascertain who is interested in joining the board. Elected board members will then vote by simple majority on additional board members to complement the existing board posts, for the remaining term of that board.
- 10.4 If at any time during the tenure of a board, less than five board members remain or it is no longer in compliance with clause 10.8 as a result of resignations, repeated absence of board members, or for any other reason, the remaining board members shall informally canvas among the membership to ascertain who is interested in joining the board. Remaining board members will then elect additional board members to fill the outstanding board portfolios. Selections should be made where possible to ensure that a representative balance continues on the board.
- 10.5 The board shall elect its own chairperson, vice chairperson and treasurer. Should any of these office-bearers resign during her term; the board will appoint a replacement from within the board. These three persons shall not be connected in relation to each other and will accept the fiduciary responsibility for the Organisation.
- 10.6 While there is no limit on how long board members can serve, the chairperson may not serve longer than three years as chair.
- 10.7 A minimum of one board member will be from each city in South Africa that has a minimum of ten paid up members in such a city, and provided a member stands for election in this city.
- 10.8 The elected board must draw up and implement a business plan for the funding of the Organisation.

- 10.9 The elected board must report back annually at the AGM to the members and the industry on the achievements of the Organisation's objectives. The annual report is to be written by the chairperson and approved by board members.
- 10.10 No single person may directly or indirectly control the decision-making powers relating to the entity and a quorum of at least two thirds of the board would be necessary to effect policy. All other decisions shall require a simple board majority.

11 Powers of the Board of the Organisation

- 11.1 The board of the Organisation shall have all such powers as may be necessary to enable it to carry out its functions and fulfil its objectives. For the duration of board members' terms, and guided by and within the framework of this Constitution, the board shall have powers including, but not limited to:
- 11.1.1 confirming members of the board of the Organisation
 - 11.1.2 creating such portfolios as it may deem necessary to fulfil the purpose of the Organisation;
 - 11.1.3 establishing committees, ad hoc committees and sub-committees;
 - 11.1.4 appointing the necessary administrative capacity, and determining the terms and conditions under which the administrative capacity will be contracted, for the effective running of the Organisation;
 - 11.1.5 allocating the necessary powers and authority to the administrative staff to achieve their deliverables;
 - 11.1.6 formulating policies with regards to internal operational processes and procedures of the Organisation;
 - 11.1.7 approving the annual budget of the Organisation;
 - 11.1.8 acquire assets, equipment and information needed to achieve the objectives of the Organisation;
 - 11.1.9 approving and implementing the business plan of the Organisation if required and after appropriate consultation with the full membership of the Organisation;
 - 11.1.10 raising the finance necessary to implement the business plan of the Organisation;
 - 11.1.11 determining membership fees and mandating a procedure for collecting those fees;
 - 11.1.12 determining disbursements to cover the costs of committees, ad-hoc committees and sub-committees;
- 11.2 Each new board shall take over as signatories, as agreed and resolved by formal resolution, from the previous boards signatories. All board members shall be responsible to oversee the bank accounts operation, whether signatories or not. This account will at all times require TWO signatories, one of which should be a board member tasked with fiduciary oversight who will be determined by the board.

12 Board Meetings

- 12.1 The board must meet quarterly. Such meetings may be by any type of electronic media.
- 12.2 The board should in principle act in a democratic manner based on democratic principles.

- 12.3 The administrator or the board member acting as administrator must give written notice of meetings together with the agenda to board members on the instruction of the chairperson. Such written notice must be issued at least one month in advance of the meeting, unless the chairperson decides that there are grounds for calling a meeting at shorter notice.
- 12.4 The chairperson must preside over all meetings. In the event of the chairperson being absent, the vice chairperson must preside. If there is no vice chairperson at the meeting, then the board must appoint one of the board members to preside.
- 12.5 A quorum shall be comprised of any board members present at a meeting where at least one month's notice has been given of such meeting. If such notice was not possible, then fifty percent of the total board members will constitute a quorum.
- 12.6 The decision of a simple majority of the board members present at a meeting will constitute the decision of the Organisation, save in circumstances involving a decision to amend this Constitution
- 12.7 Voting on decisions to be made will take place by a show of hands. Non-attending board members may vote by proxy. Voting can also constitute "yes" written on email in the case of Skype calls.
- 12.8 A decision taken at a meeting cannot be rendered invalid due to a vacancy or non-attendance, nor due to an unauthorised person attending a meeting as long as such person did not cast a vote, which was counted.
- 12.9 It is the duty of the administrator, or failing the appointment of an administrator the board member acting as administrator, to ensure that proper minutes of all meetings of the Organisation are taken, made and kept safely. Such minutes must be distributed to all board members within three days of any meeting for ratification, and made available on request by any member of the Organisation.

13 Election of the Board

- 13.1 Upon calling an Annual General Meeting, nominations for the new board will be called.
- 13.2 At the time of calling the AGM the administrator, or board member acting as administrator, will make available to any member who requests it, an up-to-date and accurate list of paid-up members to all other paid-up members.
- 13.3 Prior to the AGM any paid up member can nominate another paid-up member to become a board member. It will be possible to nominate oneself, provided one is a paid-up member.
- 13.4 Nominations will be due 10 days prior to the AGM, and must be submitted to the (acting) administrator, who will confirm that all nominees are prepared to stand, are paid up members and will compile a ballot paper.
- 13.5 Members of the current board who are eligible and prepared to stand for a further year will automatically appear on the final list of nominees.
- 13.6 Final lists of nominees will be distributed to all paid-up members at least 7 days in advance of the AGM.
- 13.7 Voting will take place electronically and all paid up members have the right to vote in the week prior to the AGM in accordance to the number of board position available in clause 10.1
- 13.8 Board members will serve for a period of 2 year, and the election process will occur every two years.

14 Conduct of Board Members

- 14.1 Board members must perform their functions in good faith, giving full effect to the obligations of the Organisation and its objectives.
- 14.2 Board members are to abstain from any conduct, interests, etc, that may conflict with the interests of the Organisation. If on record a board member makes any statement that may conflict with the overall view of the Organisation at that time, the board member must make it clear that such statement is personal or on behalf of her company, and in no way on behalf of the Organisation.
- 14.3 The chair, vice chair, any other board member, or appointed administrator so mandated by the board, may speak or communicate on behalf of the Organisation, within the scope allowed by this Constitution.
- 14.4 Board members understand that as part of their election to the board, they assume accountability over the fiduciary, ethical and regulatory issues of the Organisation from the time they take office, until the time they hand over to the next board. While in practical terms a new board may in the course of its work complete issues from a previous board in good faith, a board may not “inherit” any such unresolved obligations from a previous board, and the previous board will be responsible until such obligations are resolved to the satisfaction of the new board.

15 Removal of Board Members and Office Bearers

- 15.1 A majority vote by the board of the Organisation may remove a board member or office bearer from her post:
 - 15.1.1 On the written request of the office bearer who wants to resign;
 - 15.1.2 For serious misconduct based on the Organisation’s code of conduct;
 - 15.1.3 If the office bearer has ceased to exist;
 - 15.1.4 If the office bearer has significantly and in a continuing way failed in their duties despite two written warnings;
 - 15.1.5 For engaging in activity that clearly undermines the integrity of the Organisation.
 - 15.1.6 Board Members who, without excuse, absent themselves from three board meetings, shall automatically forfeit their membership to the Board. -
 - 15.1.7 Any office bearer removed or suspended under this section shall have the right to appeal through procedures delineated in section 21: “Dispute Resolution.”

16 Committees

- 16.1 The Board may, if required, convene special committees to execute its objectives in specific areas.
- 16.2 All committees shall consist of volunteer members who may or may not be board members.
- 16.3 Each committee shall elect its members.
- 16.4 Each committee shall act according to a brief from the board of the Organisation, and shall sit until the board requires the committee to dissolve or for a maximum of two years.
- 16.5 The board shall determine and oversee the budgets of each committee.

17 Administrator

- 17.1 The board shall have the power to contract an administrator to implement the business plan and the objectives of the Organisation as instructed by the board. Such contract will last for at maximum the duration of the term of the current board, plus one month. The incoming board may decide within the first month whether to renew the contract or to replace the administrator with a new administrator on a similar contract. At no point may a board appoint any administrator in a full-time capacity or for a period of more than one month after its tenure, as this would place an HR burden on the incoming board.
- 17.2 Such authority also includes any assistance or support required by the administrator by way of contracted personnel, equipment, accommodation or supplies. No contract beyond the tenure of any board's operation may be agreed to by an outgoing board, and no debt may be incurred that cannot be fully recouped prior to the end of the tenure of the board. In circumstances where such long-term contractual obligation does take place for good reason, the outgoing board must make any potential new board (nominated board) aware of such obligations in writing prior to the formal election of such board at the AGM, and the incoming board must sign acceptance of such obligation.
- 17.3 The board will define the duties, responsibilities and accountabilities of all contractors.

18 Annual General Meeting

- 18.1 Every year, within 90 days of the anniversary of the inauguration of the Organisation, the board shall call an annual general meeting (AGM) of all members.
- 18.2 An AGM will be called with at least 30 days notice, and members will be notified by e-mail at their last known e-mail address.
- 18.3 Provided notice was given to all members of the AGM in the manner required in this Constitution, any number of members attending physically shall constitute a quorum.
- 18.4 The Organisation should deal with the following business, at minimum, at its AGM:
- 18.4.1 Agree to the items discussed on the agenda;
- 18.4.2 Record who is in attendance and who has sent apologies;
- 18.4.3 Confirm the previous AGM's minutes and what has happened in regard to issues raised;
- 18.4.4 The board, including the Chairperson and Treasurer, will deliver the annual report, which shall cover a review of activities and the financial statements.
- 18.4.5 Invite any changes to the Constitution that any member wishes to propose.
- 18.4.6 Discussion and acting on general business.
- 18.4.7 Election results will be announced for a new board.
- 18.5 All current board members shall then stand down.
- 18.6 The new board members will decide a date for their first board meeting.

19 SPECIAL GENERAL MEETING

- 20.1 The Board may at any time call a Special General Meeting to discuss any matter or matters that the Board deems to be of sufficient urgency or importance as to require such a meeting.

20.1 A Special General Meeting can also be requested by Members in writing and such request must be signed by not less than twenty Members in good standing. The request must state the purpose for which the Special General Meeting is being called.

21 Dispute Resolution

21.1 Any person involved in a dispute concerning the application or interpretation of this Constitution must refer the dispute in writing to the chair of the board at that time.

21.2 The administrator of the Organisation must serve copies of such referral to the chairperson and the board members.

21.3 The administrator must refer the dispute to arbitration within 30 days of the referral to an arbitrator appointed by the Organisation to resolve the dispute.

21.4 If the person bringing the dispute believes that the concern relates directly to the chair or the administrator or the board member acting as administrator, then the person bringing the dispute may bring the matter to the attention of any board member; that board member may call an extraordinary meeting of the board at which applicable evidence may be presented; in that case the chair and/or if applicable the board member acting as administrator and/or the administrator herself will excuse herself from the meeting. Such meeting will, based on the severity of the issue, also require an independent arbitrator to be present.

22 Finances of the Organisation

22.1 The Organisation shall be financed from:

22.1.1 Membership fees collected from members;

22.1.2 Grants from interested parties within the industry;

22.1.3 Grants from government departments;

22.1.4 Grants from foreign organisations;

22.1.5 Donations and bequests;

22.1.6 Monies received from any other legal source;

22.1.7 Income earned from surplus money deposited or invested;

22.1.8 Income earned from services rendered.

22.2 The entity is required to utilise substantially the whole of its funds for the sole or principle object for which it has been established

22.3 Any money received by the Organisation must be managed and accounted for annually at the annual general meeting.

22.4 A treasurer shall be appointed by the board to be accountable to ensure the fiduciary responsibilities of the Organisation including overseeing an audit and checking on the finances of the Organisation.

22.5 The Organisation's financial books, accounts and bank statements shall be audited annually by a firm of chartered accountants to be appointed by Board.

22.6 An annual Balance Sheet shall be presented to the Members at the Annual General Meeting, together with the auditor's report on the same.

22.7 The treasurer's job is to control the day-to-day finances of the Organisation in line with General Accepted Accounting Practice (GAAP). The treasurer 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 finances.

- 22.8 The financial year of the Organisation shall be from 1 March to end February of the following year.
- 22.9 If the Organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the Organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.
- 22.10 The Organisation can go to different banks to seek advice on the best way to manage its funds.
- 22.11 The Organisation may at no point loan funds from a bank, or operate on credit, unless a board member willingly stands as personal surety for such a loan.
- 22.12 No activity within the Organisation may directly or indirectly promote the economic self-interest of any fiduciary and member or employee of the Organisation other than by way of reasonable remuneration. No excessive remuneration, as defined in the Fourth Schedule of the Act, will be paid to any employee, office bearer, member or other person, but remuneration will be based on what is generally considered reasonable in the sector and in relation to the service rendered, and may not economically benefit any person in a manner not consistent with its objectives.
- 22.13 The Organisation will comply with such reporting requirements as may be determined by the relevant Commissioner from time to time.
- 22.14 Any board member may have unrestricted access to the bank records of the Organisation for any reason, whether or not she is a signatory.
- 22.15 Any member of the Organisation may have access to such records, provided his/her application is reasonable and made via a board member.

23 Income and Property

- 23.1 The Organisation will keep a record of everything it owns.
- 23.2 Members or office bearers of the Organisation do not have rights over things that belong to the Organisation solely by virtue of being members or office bearers.

24 Amendments to the Constitution

- 24.1 The administrator must send copies of any proposed amendment together with the notice of an Annual General Meeting or Special General Meeting called for to all members.
- 24.2 There must be at least 30 days notice of a meeting at which an amendment of the Constitution is to be considered.
- 24.3 The provisions of this Constitution may be amended only by the decision of at least two-thirds of the members present at this meeting, and a two-thirds majority vote is required.
- 24.4 The administrator will submit any approved amendment of the constitution to the relevant Commissioner within 30 days of its approval.

25 Dissolution of the Organisation

- 25.1 The Organisation may only be dissolved:
- 25.1.1 With the agreement of 75% of all members present at a special meeting of members;
 - 25.1.2 If the Organisation has no funds to meet its expected mandate;
 - 25.1.3 If the Organisation has less than 8 paid up members at any time.
- 25.2 The first thing the Organisation must do on dissolving is pay off all its debts.
- 25.3 If the Organisation is to be dissolved by resolution, or for whatever reason the Organisation is unable to continue to function, a liquidator must be appointed. Upon the winding up or liquidation or within six months from the withdrawal of its tax exemption, the Organisation undertakes to transfer its assets remaining after the satisfaction of its liabilities to the South African Screen Federation (SASFED), NPO registration number 052-633, another entity with similar objects and which is approved in terms of section 10(1)(d) ((iii) or (iv) of the Income Tax Act, 19.

26 **Addresses and Notices**

- 26.1 Every Member shall supply the organisation with her permanent, residential, postal and email address and must acquaint the organisation of any change of address. Any communication to any member shall be deemed to have been served on such member if sent to the last postal, physical or electronic address supplied by her.