

**SOUTH AFRICAN DISABILITY ALLIANCE (SADA)**  
**TERMS OF REFERENCE REVISED MARCH 2016**

**Preamble**

The members of SADA

- i. Recognising the inalienable rights of all persons with disabilities in South Africa conferred on them by the United Nations Convention on the Rights of Persons with Disabilities (UNCRPD);
- ii. Reaffirming the universality, indivisibility, interdependence and interrelatedness of all human rights and fundamental freedoms and the need for persons with disabilities to be guaranteed their full enjoyment without discrimination;
- iii. Recognizing that disability is an evolving concept and that disability results from the interaction between persons with impairments and attitudinal and environmental barriers that hinders their full and effective participation in society on an equal basis with others;
- iv. Emphasizing the importance of mainstreaming disability issues as an integral part of relevant strategies of sustainable development;
- v. Recognizing that discrimination against any person on the basis of disability is a violation of the inherent dignity and worth of the human person;
- vi. Recognizing further the diversity of persons with disabilities;
- vii. Recognizing the need to promote and protect the human rights of all persons with disabilities, including those who require more intensive support;
- viii. Concerned that, despite various instruments, policies and undertakings, persons with disabilities continue to face barriers in their participation as equal members of South African society and violations of their human rights nationally;
- ix. Recognizing the value of existing and potential contributions made by persons with disabilities to South African society;
- x. Acknowledging that the promotion of the human rights and fundamental freedoms of persons with disabilities and their full participation in society will result in their enhanced sense of belonging and significant advances in the human, social and economic development of society and the eradication of poverty;
- xi. Recognizing the importance for persons with disabilities of their individual autonomy, independence and decision-making;
- xii. Concerned about the profound difficulties faced by persons with disabilities who are subject to multiple or aggravated forms of discrimination on the basis of race, colour, sex, language, religion, political or other opinion, national, ethnic, indigenous or social origin, property, birth, age or other status;
- xiii. Recognizing that certain persons with disabilities are often at greater risk of human rights abuses;
- xiv. Highlighting that the majority of persons with disabilities live in conditions of poverty and recognizing the critical need to address the negative relationship between poverty and disability;
- xv. Supporting the right of persons with disabilities to assert their right to represent themselves or if they are unable to, be represented by a person of trust and play a leadership role in all matters directly affecting them;

- xvi. Confirming the need to improve collaboration between key role-players in civil society to promote the realisation of the human rights of persons with disabilities;
- xvii. Identifying the need for a collective voice of persons with disabilities in interaction with government, business, labour and other role-players;
- xviii. Revise the terms of reference of SADA by mutual consent as represented by the signatures affixed to this document.

## **Definitions**

Accessibility includes the physical environment, natural environment, information and communication, services, products and processes.

Advocacy ensures that the human and legal rights of persons with disabilities are promoted and protected to ensure full participation in the community. An advocate in the disability sector works to ensure that the rights of persons with disabilities are upheld and supports persons with disabilities to make decisions affecting their lives. Distinction is made between:

- a) *Self-advocacy* (individuals with disabilities able to speak up and represent themselves);
- b) *Individual advocacy* (when a person with a disability is assisted by an advocate who takes action on his/her behalf and in his/her best interest);
- c) *Group advocacy* (similar to individual advocacy but involving representation of a group of persons with disabilities);
- d) *Citizen advocacy* (when a community member voluntarily enters into a relationship with a person with an intellectual disability to represent his/her interests resulting in a long-term relationship offering new experiences and opportunities);
- e) *Systemic advocacy* (which focuses on social change and addresses discrimination affecting a number of persons with disabilities by advocating for change to legislation, policies and practices).

Altruism and benevolence implies that the purpose underlying an action is a desire to benefit others, without benefit to oneself. It is the foundation of philanthropy or support and represents an intention to benefit society as a whole.

A conflict of interest is a set of circumstances that creates a risk that professional judgement or actions regarding a primary interest will be unduly influenced by a secondary interest. Primary interest refers to the principal goals of the profession or activity while secondary interest includes not only financial gain, but also such motives. Secondary interests are not treated as wrong in themselves, but become objectionable when they are believed to have greater weight than the primary interests. Conflict exists whether or not a particular individual is actually influenced by the secondary interest. It exists if the circumstances are reasonably believed on the basis of past experience and objective evidence to create a risk that decisions may be unduly influenced by secondary interest.

Dispute means any dispute arising in connection with (a) the formation/existence; (b) carrying into effect; (c) interpretation or application of the provisions; (d) the parties' respective rights and obligations of the validity, enforceability, rectification, termination or cancellation (whether in whole or in part) of any documents furnished by parties pursuant to the provision of these terms of reference or which relates in any way to any matter affecting the interests of the member organisations in terms of these terms of reference.

Executive Committee means the leadership of SADA as defined in clause 8.

Integrity has both positive and negative aspects. It is concerned not only with actions, but also with defaults. Thus, for example, integrity is concerned with acts of dishonesty (e.g. theft, fraud, corruption, lying and deceit), but also with the failure to fulfil a mandate of trust. There can be failure of integrity both in action and inaction.

Human rights are defined in the UNCRPD and the South African Constitution.

Member organisation means an organisation as described in clause 3.

Person(s) with disabilities include those who have long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others.

Regional means African countries.

UNCRPD means the United Nations Convention on the Rights of Persons with Disabilities.

Universal design means the design of products, environments, programmes and services to be usable by all people, to the greatest extent possible, without the need for adaptation or specialized design. Universal design shall not exclude assistive devices for particular groups of persons with disabilities where this is needed.

**1. Name and legal status**

- a. The name of the forum is the South African Disability Alliance, hereinafter referred to as SADA.
- b. SADA is not a juristic person, bears no rights and cannot incur any liabilities in its own name.

**2. Purpose and objectives of SADA**

- a. SADA shall exist as a consultative forum of member organisations on issues of mutual concern and interest.
- b. In line with the goal of the advancement of the rights and freedoms of persons with disabilities in South Africa and the improvement of their quality of life, SADA shall pursue the following objectives:
  - i. To provide a platform for seeking consensus and reaching common positions on issues relating to:
    - Key policy and legislative issues relating to disability at national, regional (African) and international levels;
    - Public perceptions of disability and persons with disabilities;
    - Norms and standards of services and service delivery to persons with disabilities;
    - Representing a unified voice as the disability sector without restricting differing views;
    - Joint strategies and inclusive positions on cross-cutting issues affecting persons with disabilities;
    - Self-representation by persons with disabilities;
    - Advocating and lobbying on issues affecting persons with disabilities; and
    - Leadership for persons with disabilities in South Africa on issues affecting them.
  - ii. To promote collaboration in terms of joint initiatives, campaigns, programmes and projects between role-players in the disability sector and the disability sector and other societal and governmental role-players, including:

- The development, implementation, monitoring and evaluation of policy, legislation and other instruments affecting persons with disabilities at the national, regional and international level;
- Participating in research projects and initiatives;
- Public education and awareness; and
- Funding for the disability sector.

### 3. Membership

- a. SADA recognises two membership categories:
  - i. Full members will be all signatories to the original terms of reference dated 15 November 2007, excluding any organisations that formally resigned from SADA and all organisations recognised by SADA as full members in terms of the membership criteria described in clause 3 (b) following signature of these revised terms of reference.
  - ii. Associate members will be all organisations recognised by SADA as such in terms of the membership criteria described in clause c (c).
- b. The following criteria must be met for full membership to be conferred on an organisation:
  - i. As SADA is a national forum, full membership will be restricted to organisations operational in at least 50% of South African provinces.
  - ii. The core focus and function of all full members must be in the field of disability.
  - iii. Full members must be registered as non-profit organisations with the NPO Directorate of the National Department of Social Development or registered as a non-profit company with the Registrar of Companies at the Department of Trade and Industry.
  - iv. Members must be apolitical and not aligned to any particular political party.
- c. Organisations failing to meet the criteria described in clause 3 (b) may apply for associate membership, provided that the following criteria are met:
  - i. The organisation must have a direct interest in the field of disability beyond a commercial interest.
  - ii. Membership is limited to organisation and excludes individuals.
  - iii. The organisation must be registered either as a non- profit organisations with the NPO Directorate of the National Department of Social Development or as a professional body.
- d. Any organisation wishing to become a member of SADA shall submit an application in writing to the Executive Committee indicating whether the application is for full or associate membership. All applications will consists of an organisational profile, the constitution, proof of registration and a letter of motivation for membership.
- e. The Executive Committee will review all membership applications and make recommendations to the membership of SADA for confirmation.
- f. Decisions regarding membership of SADA may be taken at a meeting of the members or via an electronic vote by members.

- g. Each full member organisation will pay an agreed annual membership contribution to the Secretariat on presentation of an invoice to maintain membership while associate members will pay 75% of the full membership fee. The term “annual” refers to the financial year of SADA, i.e. 1 April to 31 March. Late and/or non-payment of membership contributions are deemed unacceptable and could result in suspension and/or termination of membership. Membership attained during the course of the financial year will be paid on a pro-rata basis, i.e. the number of months remaining in that financial year.
- h. Members whose membership was terminated in terms of (f) may re-apply for membership.
- i. The termination by an organisation of its SADA membership does not relieve it of any financial or other obligations accruing to it by virtue of participation except in instances where the organisation has been relieved of such obligation by decision of SADA.
- j. Member organisations will fund their own participation costs including reasonable accommodation, provided that the location of meetings will be equitable and accessible.
- k. Member organisations undertake to respond to all communication from the EXCO or Secretariat within required timeframes as defined by the author and stipulated in the communication. Failure to do so may result in the termination of membership.

#### 4. **Cessation of membership**

- a. An organisation ceases to be a member of SADA if the member organisation:
  - i. Fails to pay its annual membership contribution for that financial year within 60 days of the invoice date;
  - ii. Fails to respond to communication from the EXCO or Secretariat within required timeframes as prescribed in the communication; or
  - iii. Resigns by giving written notice to the Chairperson at least 60 (sixty) days prior to a scheduled SADA meeting furnishing reasons for such resignation which will take effect on the date ratified by the Executive Committee.
- b. The EXCO may suspend or terminate the membership of any member organisation if the organisation:
  - i. Wilfully refuses or neglects to comply with any provision of these terms of reference;
  - ii. Is guilty of conduct which, in the opinion of the EXCO, is prejudicial to the interests of SADA or contravenes the values and principles enshrined in these terms of reference; or
  - iii. Is guilty of conduct which, in the opinion of the EXCO, is unbecoming of a member or prejudicial to the interests of SADA.
- c. The EXCO may apply clause 4.b provided that:
  - i. The member organisation receives written notice of any allegation at least 1 (one) week prior to the meeting of the EXCO at which the allegation is to be considered;

- ii. The member organisation may attend the EXCO meeting for the purpose of answering the allegation or may deliver to SADA at least 24 hours prior to the time of the meeting set out in the notice to the member organisation, an answer to that allegation to be put before the EXCO at the meeting;
- iii. The EXCO must consider the allegation against the member organisation regardless of whether such organisation attends the meeting or delivers a written answer;
- iv. Any motion to terminate an organisation's membership in terms of clause 4.b requires a unanimous EXCO decision and ratification by all members of SADA;
- v. The EXCO must notify the member organisation in writing of SADA's decision.

## 5. **Legal liability**

- a. Any member organisation or any member of the EXCO pursuant to any power conferred by SADA or the EXCO upon such person shall not be held liable for any of the obligations and liabilities of the organisation solely by virtue of his/her status as member or office bearer.

## 6. **Values and principles**

- a. SADA exists to serve the common good of member organisations which implies a relationship of mutual and reciprocal respect and responsibility.
- b. The fundamental responsibility of SADA is to endorse, practise and require a commitment from member organisations to the following core values:
  - i. **Fidelity to purpose:** All SADA resources, energies and activities must be devoted to promoting the purpose of SADA and not to any specific organisational, personal or private objective to the detriment of SADA. Any change of purpose must result from a formal decision to this effect, following a broad process of consultation and must be formalised by amendment of these terms of reference.
  - ii. **Altruism and benevolence:** The actions and decisions of SADA must be motivated by reasons consistent with its purpose.
  - iii. **Integrity:** SADA and its member organisation subscribes to the highest standards of integrity.
  - iv. **Optimising resources:** SADA is placed in a position of trust by being in possession of funds and resources provided to advance its purpose and reach its objectives.
  - v. **Conflicts of interest and self-dealing:** It is recognised that conflicts of interest cannot always be avoided. In the event of a conflict of interest, the affected person/member organisation:
    - Must disclose the interest and its general nature before the matter is considered at a meeting;
    - Must disclose to the meeting any material information relating to the matter and known to him/her;
    - May disclose any observations or pertinent insights relating to the matter if requested to do so by the other member organisations;

- If present at the meeting, must leave the meeting immediately after any disclosures contemplated in these terms of reference;
  - Must not take part in the consideration of the matter, except to the extent contemplated in this clause;
  - While absent from the meeting is to be regarded as present at the meeting for the purpose of determining a quorum and is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
  - Must not execute any document on behalf of SADA in relation to the matter unless specifically requested or directed to do so by the meeting.
- vi. Equality and non-discrimination: SADA subscribes to the principles of equality and non-discrimination as described in the South African Constitution and the UNCRPD.
- vii. Self-representation and human rights: SADA supports the right of persons with disabilities to represent themselves (or if they are unable to, be represented by a person of trust) in all matters affecting them, as well as the promotion of equal opportunities and inclusion of persons with disabilities in all aspects of society and particularly activities and initiatives of SADA.
- viii. Democracy and empowerment: SADA will demonstrate a clear commitment to democratic process and decision-making which shall be informed by knowledge, research and a participative process allowing for wide-ranging consultation and feedback. Member organisation shall be shown respect and given the opportunity to evaluate all activities of SADA.
- ix. Independence and impartiality: All member organisations must be treated equally and fairly, without special favour or prejudice. Where it is necessary, because of limited resources, to choose between particular member organisations or communities, the basis for choice must be such as to avoid the reality or possible perception of unfair discrimination. This is particularly important as members of the Executive Committee are identified with one member organisation or group rather than with another. A commitment to independence includes a duty to make choices and arrive at decision at arm's length without being dictated to by any particular member organisation, constituency or interest group. Similarly, SADA will always act independently and take particular care to avoid the perception of political preference or patronage.

## 7. Meetings

- a. SADA member organisations will meet at least three times per annum, including the Annual General Meeting. However, member organisations have the right to meet more frequently if required.
- b. Meetings may be held at an identified venue or via telephonic/electronic means with due consideration to the cost of attendance.
- c. The Secretariat will:
- i. Notify member organisations of all meetings at least 30 days prior to the meeting;
  - ii. Draft an agenda in consultation with the EXCO provided that member organisations are afforded an opportunity to propose agenda items;
  - iii. Circulate the agenda at least 14 days prior to the meeting, together with any meeting papers; and

- iv. Draft and circulate the minutes of a meeting within 30 days of the meeting taking place.
- d. The quorum for a meeting of SADA member organisations will be 50% plus one full member organisation.
- e. Associate members will not be entitled to a vote.
- f. All full member organisations are entitled to cast one vote at a meeting and all such votes will, unless otherwise provided in these Terms of Reference be of equal value.
- g. The Chairperson will have a casting vote in addition to his/her organisational vote as described above.
- h. Voting at all meetings will be by show of hands or secret ballot.
- i. SADA may make decisions via electronic voting, provided that information regarding the votes cast be made available to all member organisations.
- j. The Chairperson will chair all meetings. In the absence of the Chairperson meetings will be chaired by the Vice- Chairperson and in the absence of both the Chairperson and Vice-Chairperson the meeting will elect a chair from the member organisations present at the meeting.
- k. Member organisations may be represented by a maximum of two persons with due consideration to the principles of self-representation, transformation and equality.
- l. Decisions of SADA and any of its committees are reached by consensus between member organisations and with due recognition of democratic principles. Such consensus will be deemed to be achieved by agreement reached by 75% of members present.
- m. Non-members may be invited to meetings in terms of the agenda.

## 8. Proxies

- a. A member may appoint another member as a proxy to participate fully on its behalf, including voting.
- b. A member wishing to appoint another member as a proxy will inform the Secretary in writing at least 24 hours prior to the meeting. However, the Executive Committee has the right to waive this requirement in extraordinary circumstances.
- c. The appointment of a proxy must be in writing, dated and signed by both members on the prescribed form which will be circulated by the Secretary prior to the meeting. A copy of the appointment must be available at the meeting.
- d. Any proxy appointment will only be valid for one specific meeting.
- e. A member should indicate its position to the proxy prior to the meeting. However, SADA will consider the vote by a proxy as a vote duly exercised by the member appointing the proxy. As such, members may limit the authority of their proxy in writing.
- f. A member may revoke the appointment of a proxy in writing to the Secretariat prior to the start of the meeting.

## 9. **Executive Committee (EXCO)**

- a. **Composition:** The EXCO will comprise the Chairperson, Vice-Chairperson and Treasurer and one additional member. Member organisations may elect additional EXCO members if required while the EXCO has the right to co-opt non-voting EXCO members if required. EXCO members may not be elected from the same member organisation.
- b. **Election and term of office:** Members of the EXCO will be elected at the Annual General Meeting based on their knowledge, skills, diversity and availability for a term of office. EXCO members may be re-elected at the discretion of the member organisations. Elected EXCO members should be committed to actual attendance and active participation at meetings.
- c. **Term of office:** The Chairperson will serve a three-year term from date of election, while other office bearers (i.e. the Vice-Chairperson and Treasurer) and additional EXCO members will serve a two-year term.
- d. **Remuneration:** EXCO members serve without remuneration beyond reimbursement of reasonable expenses in terms of the budget approved annually by the member organisations.
- e. **Meetings:** The EXCO will meet at least quarterly, but ideally monthly.
- f. It is the responsibility of the EXCO to ensure that the vision, purpose and values of SADA are clearly defined, widely discussed, recorded in writing and reviewed regularly to ensure relevance and ownership by all member organisations, as well as implementation.
- g. **The EXCO**
  - i. Must ensure that SADA remains true to its purpose and objectives and does not become deflected into unrelated causes and activities, however worthy.
  - ii. Is responsible for ensuring that none of the member organisations use SADA to advance personal agendas, whether this involves private profit, political candidacy, individual reputation, promotion, advertising or other self-benefit.
  - iii. Will require that all member organisations and any person who represents or acts on behalf of SADA lives up to the highest standards of integrity, including propagating and enforcing standards of integrity (e.g. creating mechanisms to protect "whistle-blowers" and ensuring that policies and procedures exist to deal with instances of dishonesty or malpractice.
  - iv. Must act responsibly and effectively to ensure that valuable and limited resources are spent in an appropriate manner without extravagance or undue risk. This includes the remuneration and reimbursement of expenses incurred by any member organisation in carrying out duly mandated activities and/or tasks.
  - v. Is responsible for taking proactive steps to prevent unfair discrimination in the conduct of SADA and promoting a principle of fairness in its relationships with other role-players and all activities and initiatives.
  - vi. Shall ensure that member organisations are fairly treated, adequately represented and appropriately consulted and that a culture of participatory decision-making is encouraged throughout SADA.

- vii. Prepare and present financial reports to member organisations on a regular basis, including budgets, income and expenditure statements and relevant financial documentation.
- viii. Prepare and present an annual report detailing the programmes and activities of SADA, including an evaluation of progress, plans and proposals for the future.
- ix. Monitor expenditure and appropriation of funds and ensure adequate funding for SADA in consultation and collaboration with member organisations.
- x. Adhere to the financial year which will be from 1 April to 31 March annually.
- xi. Ensure that all funds are invested with registered financial institutions as defined in relevant legislation in the name of SADA.
- xii. Appoint the SADA Secretariat and ensure effective service delivery by the Secretariat.
- xiii. Ensure effective communication with various stakeholders, including member organisations. It is recognised that in the interest of a unified voice, external communication will be the joint responsibility of the Chairperson and Secretariat.
- xiv. Monitor and ensure full compliance with relevant laws and is mandated to seek professional advice and assurance if required, provided that member organisations are informed about costs prior to such costs being incurred.

**10. Sub-Committees and task teams**

- a. SADA may appoint sub-committees and/or task teams for specific purposes.
- b. The terms of reference (including mandate, roles, responsibilities and duration) for any sub-committee/task team will be agreed by member organisations and form part of the official record.
- c. Records of sub-committees/tasks teams will be kept by the Secretariat.

**11. Secretariat**

- a. For the proper functioning of SADA the EXCO is mandated to appoint a Secretariat.
- b. The Secretariat shall serve as the central point of administration and coordination of the affairs of SADA.
- c. Remuneration: The EXCO will approve reasonable remuneration of and reimbursement of expenditure to the Secretariat.
- d. Roles and responsibilities: The Secretariat, in consultation with the EXCO and member organisations (as appropriate) will be responsible for:
  - i. Drafting and circulating meeting notices, agendas, documentation and minutes;
  - ii. Maintaining SADA's records, including a database of members;
  - iii. Dealing with correspondence;
  - iv. Arranging SADA representation as mandated by the EXCO/member organisations;

- v. Obtaining and circulating reports from all delegations, representatives, sub-committees and task teams.

**12. Conflict resolution**

- a. Any dispute arising from or relating to these terms of reference shall be resolved amicably through consultation.
- b. Any dispute shall, unless resolved amongst the parties to the dispute be referred to and determined by arbitration, provided that a party to the dispute has demanded the arbitration by written notice to the other party. Such arbitration will be the responsibility of the EXCO.

**13. Amendments**

- a. Any amendments to or extension of these terms of reference must be in writing and shall only take effect if agreed to by 75% of member organisations present and voting.
- b. Any amendment/extension of these terms of references shall be signed by all SADA members as an indication of their approval and agreement.

**14. Dissolution**

- a. SADA may only be dissolved by a vote of at least 75% of the member organisations present and voting.
- b. Notice of dissolution must be circulated at least 90 days prior to the meeting to dissolve SADA.
- c. A vote to dissolve SADA may be conducted electronically, provided that all information regarding such a vote be made available to all member organisations.
- d. With dissolution remaining funds shall be distributed equally between all members paid up for the last 3 years.



Signed on behalf of all member organisations by Marina Clarke as Chairperson on 8 July 2016.