

WORKPLACE DIGNITY INSTITUTE



CONSTITUTION *(incorporating amendments)*

1. Name

- 1.1 The Institute hereby constituted will be called the ***Workplace Dignity Institute***
- 1.2 The shortened name will be ***WDI*** (hereinafter referred to as the Institute)

The Institute shall:

- Exist in its own right, separately from its own members;
- Continue to exist even when its membership changes and there are different office bearers;
- Be able to own property and other possessions;
- Be able to sue and be sued in its own name.

2. Definitions – Words and Phrases

- 2.1 ***Management of Dignity at Work – Implies:***
(a) raising awareness and advocacy;
(b) research education and training;
(c) programmes to prevent and intervene;
(d) acknowledging the dynamic inter-action between the work and social environment in developing and establishing a culture dignity and respect in a sustainable manner with a view to ameliorate or prevent infringements of the Right to Dignity in the Workplace caused by workplace violence being physical, emotional or structural and any other processes or problems of a psychosocial nature that may lead to such and infringement.
- 2.2 ***Right to Dignity in the Workplace*** – the right to be treated with dignity and respect in all situations related to work in a caring environment where all role-players uphold the responsibility of the others' the right to dignity by treating all persons as worthy, free and equal.
- 2.3 ***Physical, Emotional and Structural Violence*** – Definition attached as Addendum 1
- 2.4 ***Founder***- Dr Susan Maud Steinman
- 2.5 ***Electronic Meeting*** – A meeting whereby Board Members receive information and conduct communication with one another through multimedia devices such as fixed line telephone, cellular phone, facsimile and email. This should not necessarily always be a conference facility; members may choose to participate and respond to issues at hand at a time most convenient to them. Such responses

must however, be within a set time frame as prescribed or agreed to by the chairperson, for this to constitute a meeting.

- 2.6 Gender** – Reference to any particular gender also holds true for the opposite gender. Words purporting singular meaning, applies to plurals and visa versa.
- 2.7 Transparency** – An act of doing, implementing or taking action in such a way that, those in whose behalf is being undertaken, or are likely to derive some benefit or be affected; form part or are accorded the opportunity to influence the decision making process.

3. Objectives

3.1 *The Institute's main objectives are:*

- 3.1.1 To promote and facilitate the Management of Dignity in the Workplace with all role-players
- 3.1.2 To promote the responsibilities of the Right to Dignity at Work with all role-players.
- 3.1.3 To ensure that supportive services and structures are available for the Victims to exercise their Right to Dignity at Work or to receive treatment to recover from an incident of infringement of (3.1.1) and (3.1.2) above.

3.2 *The Institute's secondary objectives are:*

- 3.2.1 To fast-track the development of a culture of dignity and respect in the workplace such that there would be spill over to the community with the following benefits:
- a) Reduce violence in the community;
 - b) Greater awareness and protection of the rights of society's more vulnerable members namely women and children;
 - c) Sensitize the society about work-life integration and awareness for the dignity of the family;
 - d) The improvement of interpersonal relationships within the family and broader society;
 - e) Less stress when people go home and therefore more balanced and happy families.
- 3.2.2 Healthy and safe work environment
- 3.2.3 To promote good corporate governance and more transparency.

4. Income and Property

- 4.1 The Institute will keep a record of everything it owns.
- 4.2 The Institute may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the Institute or where the member is an employee. The payment must be a reasonable amount for the work that has been done.
- 4.3 A member of the Institute can only get money back from the Institute for expenses that she or he has paid for on behalf of the Institute.
- 4.4 Members or office bearers of the Institute do not have rights over things that belong to the Institute.

5. Membership and General Meetings

- 5.1 **Membership:** There are two types of membership, viz. Voting and Non-Voting Members.

5.1.1 Voting Members

5.1.1.1 Founding Members

Persons (who may elect to represent businesses, public or private enterprises) who accepted an invitation by the Founder (Dr S M Steinman) in 2005, to be a member serving on the Board of the Institute with a right to vote, pay an annual fee and fully subscribe to the rules governing voting membership. Founding Members are permanent members of the Board.

5.1.1.2 Dignitas Associates

Voting members (individuals or representatives of public/private enterprises) who endorse the Institute's vision, mission principles and goals to establish dignity in the workplace. They elect to become voting members and exercise the vote at the Annual General Meeting. *Dignitas Associates* pay an annual membership fee.

Dignitas Associates shall be South Africans so as to enable them to attend meetings and therefore make payment(s) in

the South African currency. There are three types of *Dignitas Associates*:

- i) **MICRO** - Individual & Representative of NPO's or Small Business with an annual turnover of less than R5 million (*micro-enterprises*). The membership fee is paid by the individual or the enterprise employing the individual pays his/her membership fee.
- ii) **SME** - Representative from Organisations / Businesses (Public and Private Enterprises) with an annual turnover of more than R5 million to R35 million (*small and medium enterprises*). The enterprise employing the individual pays his/her membership fee,
- iii) **LARGE** - Representative from Organisations/ Businesses (Public and Private Enterprises) with an annual turnover of MORE than R35 million (*large enterprises*). The enterprise employing the individual pays his/her membership fee.

Only one individual may represent an enterprise, business or organisation irrespective of its size. At least three, but at all times at least 5% of Dignitas Associates will be elected to the Board to represent this category of membership.

5.1.2 Non-Voting Members

5.1.2.1 Members of The Dignity Network

You can become a non-voting member of the Workplace Dignity Institute anywhere in the world by belonging to The Dignity Network, a network of individuals or organizations, supporting the vision, mission and goals of the Workplace Dignity Institute.

Members of The Dignity Network can not vote at the Annual General Meeting or become office bearers. They will receive all other benefits voting members have and will also be listed as service providers and pay a small membership fee as a donation.

6. Management

- 6.1 A Management Committee will manage the day to day activities of the Institute. The Founder shall always be a member of the Management

Committee and the Chairperson of the Institute and shall be known as the Founder/Chairperson in that capacity.

- 6.2** The Founder/Chairperson would also fulfil the role of CEO and all members could be asked, to facilitate growth and low expenditure, perform duties for the Institute as well as being office bearers or board members
- 6.3** The Management Committee will comprise of the Founder/Chairperson and a Board Member(s) in close proximity to ensure that distance do not become an obstacle in the running of the WDI. The Deputy Chairperson will fulfil this role during the first few years of the Institute's development. The Management Committee could later, by special resolution, be extended to a maximum of three other members joining the aforementioned office bearers.
- 6.4** Office bearers, with the exception of the Founder/Chairperson, will serve for one year, but they can stand for re-election for another term again and again. This is so long as their services are needed and they are ready to give their services.
- 6.5** If a Board Member cannot attend any meeting he/she must apply for leave of absence to the Founder/Chair.
- 6.6** The Management Committee will meet at an office or electronically from time to time. At least two members need to be at the meeting to make decisions that could be carried forward. This constitutes a quorum.
- 6.7** Minutes will be taken at every meeting to record the management committee's decisions or records of e-mails constituting an electronic meeting must be kept. The minutes of each meeting will be given to management committee members at least 5 working days before the next meeting, unless otherwise indicated. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall thereafter be signed by the Founder/Chairperson.
- 6.8** The Institute has the right to form sub-committees. The decisions to form a sub-committee(s) must be approved by the Management.
- 6.9** All members of the Institute have to abide by decisions that are taken by the Management Committee .

7. Powers of the Institute

- 7.1** The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in clause 3 of this constitution. Its activities must abide by the law.

- 7.2 The Management Committee has the power and authority to raise funds or to invite and receive contributions.
- 7.3 The Management Committee may buy, hire or exchange any property that it needs to achieve its objectives.
- 7.4 The Management Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 7.5 All decisions shall be taken by consensus otherwise, the Founder/Chair will have a casting vote in the case of an equal division of votes or deadlock at all meetings of the Institute.
- 7.6 The Founder/Chairperson may set any decision of any meeting, committee or sub-committee of the Institute aside if she, in good faith, feels that the decision could harm the Institute or is unconstitutional or could lead to bad corporate governance but may not exercise that right when the decision would lead to improved financial management or to prevent mismanagement of funds

8. Meetings and Procedures of the Committee

- 8.1 The Board must hold at least two meetings (in person or electronic) where everybody is present or participates in person each year.
- 8.2 The Founder/Chair, or the Deputy Chairperson and two Board Members, can call a special meeting if they want to. But they must let the other members know the date of the proposed meeting not less than 14 work days before it is due to take place. They must also tell the other members of the committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Management Committee member, then those calling the meeting must give the other Board Members not less than 30 days notice.
- 8.3 The Founder/Chairperson shall act as the Chairperson of the Management Committee. If the Chairperson does not or cannot attend a meeting, the Founder/Chairperson will appoint the Deputy Chairperson or another Board Member to chair the meeting and another Board Member would be called upon to form a quorum. This must be done before the meeting starts and it may not be an electronic meeting.
- 8.4 There shall be a quorum whenever any meeting is held.

- 8.5** When necessary, the Management Committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 8.6** Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 8.7** If the Management Committee thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the Management Committee on its activities. It should do this regularly.

9. Annual General Meetings

- 9.1** The annual general meeting must be held once every year, towards the end of the Institute's financial year.
- 9.2** The Institute should deal with the following business, amongst others, at its annual general meeting:
- Agree to the items to be discussed on the agenda.
 - Write down who is there and who has sent apologies because they cannot attend.
 - Read and confirm the previous meeting's minutes with matters arising.
 - Chairperson's report.
 - Treasurer's report.
 - Changes to the constitution that members may want to make.
 - Elect new office bearers.
 - General.
 - Close the meeting.

10. Finance

- 10.1** An accounting officer shall be appointed by the Management Committee. His or her duty is to keep records of the finances of the Institute.
- 10.2** The financial year end of the Institute shall be on the last day of February, and if the budget of the Institute exceeds R1 million, financial

audits shall be conducted in accordance with statements of South African Auditing Standards. Those standards require that, the audit be planned and performed in such a way as to obtain reasonable assurance that the financial statements are free of material misstatement and/or misrepresentation. In the event of the Institute's budget/turnover being less than R1 million per annum, the books will be kept by a qualified accountant and ratified by a Chartered Accountant.

- 10.3** The treasurer is a member of the Management Committee. The treasurer's job is to control the day to day finances of the Institute. The treasurer shall arrange for all funds to be put into a bank account in the name of the Institute. The treasurer must also keep proper records of all the finances and liaise with the accounting officer.
- 10.4** Whenever funds are taken out of the bank account, the Founder/Chair and at the Vice Chairperson or person appointed by the Management Committee in the absence of either, must authorise the cheque or transfer in all cases unless there is an approved budget of a project or general budget-for office expenses and the cheque or transfer does not exceed the amount allocated in the budget.
- 10.5** All cheques must be signed by the Founder/Chair and another member of the Management Committee or any other Board Member in the absence of the Management Committee Member. The Founder/Chair will have the right to do electronic transfers as approved by the Management Committee when necessary and the Founder/Chair will give the Vice Chairperson the power to do so in her absence provided such transfers are approved by the Management Committee.
- 10.6** The regulations set out in 10.1 to 10.5 above is an interim measure for good corporate governance because of the relative small budget and turnover of the Institute, but in the event of the Institute expanding and the budget exceeding R1 million, an auditor will be requested to set up safe-guards for good corporate governance and total financial management will then be outsourced.
- 10.7** All Board Members will receive monthly bank statements and finances will be managed dynamically and the Management Committee will may take steps to ensure good corporate governance at any time.
- 10.8** The financial year of the Institute ends on the last day of February of each year.
- 10.9** The Institute's accounting records and reports must be ready and handed to the Director of Non-profit Institutes within six months after the financial year ends.

10.10 If the Institute 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 Institute can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The Institute can go to different banks to seek advice on the best way to look after its funds.

11. Changes to the constitution

- 11.1** The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 11.2** Two thirds of the members shall be present at a meeting (“the quorum”) before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in 7.3
- 11.3** A written notice must go out not less than fourteen (14) days before the meeting unless otherwise agreed to by all Board Members at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 11.4** No amendments may be made which would have the effect of making the Institute cease to exist.

12. Dissolution / Winding-Up

- 12.1** The Institute may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 12.2** When the Institute closes down it has to pay off all its debts. After doing this, if there is property or money left, it should not be paid or given to members of the Institute. It should be given in some way to another non-profit Institute that has similar objectives. The Institute’s general meeting can decide what Institute this should be.

13. Adoption of the Constitution

(This Constitution was approved and accepted by members of the Workplace Dignity Institute at a Special (General) Meeting held on the 11th March 2005 and the amendments was approved by the Board Members on 1 May 2007 and signed on the dates indicated below.

Chairperson

Date: _____

Deputy Chairperson

Date: _____

Board Member

Date: _____

Board Member

Date: _____

Board Member

Date: _____

Board Member

Date: _____



ADDENDUM 1

DEFINITIONS AND TERMINOLOGY: WORKPLACE VIOLENCE

1. Definition of the term "Workplace Violence"

Workplace violence *is defined* as single or cumulative incidents where employee(s) are physically assaulted or attacked, are emotionally abused, pressurised, harassed or threatened (overtly, covertly, directly, indirectly) in work-related circumstances with the likelihood of impacting on their right to dignity, physical or emotional safety, well-being, work performance and social development.¹

Includes: Any physical violence such as an assault or attack and psychological or emotional violence such as threats, abuse, bullying/mobbing, sexual harassment and racial harassment.

GLOSSARY: Violence appears as physical violence or as psychological violence or structural violence in different forms, which may often overlap. Terms related to violence are defined in the following GLOSSARY

1.1 Physical Violence

Physical Violence: The use of physical force against another person or group that results in physical, sexual or psychological harm.

*Includes beating, kicking, slapping, stabbing, shooting, pushing, biting, pinching, strangling, among others.*²

Assault/Attack: Intentional behaviour that harms another person or group physically, including sexual assault (i.e. rape).

1.2 Psychological Violence: Intentional use of power, including threat of physical force, against another person or group, that can result in harm to family life, livelihood, physical, mental, spiritual, moral or social development. ³

Includes verbal abuse, bullying/mobbing, harassment, intimidation and threats.

Abuse: Behaviour that humiliates degrades or otherwise indicates a lack of respect for the dignity and worth of an individual.⁴

Bullying/Mobbing: Repeated and overtime offensive behaviour through vindictive, cruel or malicious attempts to humiliate, disrespect or undermine an individual or groups of employees and includes, but is not limited to psychological pressure, harassment, intimidation, threats, conspiracies, manipulation, extortion, coercion and hostile behaviour which could impact on the worth, dignity and well-being of the individual or groups.⁵

Harassment: Any conduct based on age, disability, HIV status, domestic circumstances, sex, sexual orientation, gender reassignment, race, colour, language, religion, political, trade union or other opinion or belief, national or social origin, association with a minority, property, birth or other status that is unreciprocated or unwanted and which affects the

¹Steinman, S: 2002-2007.

² Adapted from the World Health Organisation's definition of violence.

³ Adapted from the World Health Organisation's definition of violence.

⁴ Alberta Association of Registered Nurses

⁵ Steinman, S: 2006

dignity of men and women at work.⁶

Sexual Harassment: Any unwanted, unreciprocated and unwelcome behaviour of a sexual nature that is offensive to the person involved, and causes that person to be threatened, humiliated, degraded or embarrassed.⁷

Racial harassment: Any implicit or explicit threatening conduct that is based on race, colour, language, national origin, religion, association with a minority, birth or other status that is unreciprocated or unwanted and which affects the dignity of women and men at work.⁸

Threat: Any implicit or explicit promised use of physical force or power (i.e. psychological force, blackmail or stalking), resulting in fear of physical, sexual, psychological harm or other negative consequences to the targeted individuals or groups.⁹

1.3 Structural Violence

The intentional use of power and/or organisational systems and structures or laws against an individual or entity (employer, management, shareholders, employee, group of employees, client, government, unions) to carry out a covert or unethical agenda, enforce change or indulge in unfair practices to the disadvantage of the affected individual or entity.

Includes but not limited to the disrespectful handling of changes in the organisation, unrealistic redistribution of workload, intimidation, policies, procedures, regulations, manipulation, coercion to act in a certain way and so on, exercised by an individual or entity.

¹⁰

1.4 Definitions relating to the role-players in Workplace Violence

Victim for the purposes of this context means someone who has been subjected to workplace violence.

Perpetrator for the purposes of this document and in this context is a person who perpetrates workplace violence.

Work Trauma: Work trauma is the reasonable reaction to workplace violence experienced by the victim, which could have an adverse impact on the safety, well-being, health and social development of the victim or employee ¹¹

⁶ Human Rights Act, UK

⁷ ILO/ICN/WHO/PSI Joint Programme on Workplace Violence, 2001

⁸ Adapted from Human Rights Act, UK

⁹ ILO/ICN/WHO/PSI Joint Programme on Workplace Violence, 2001

¹⁰ Susan Steinman, Workplace Dignity Institute, 2006

¹¹ Susan Steinman, 2002