

INTEGRATED GOVERNANCE POLICY

Transition to Transformation NPC In Transformation Initiative (ITI)

NPC Registration Number: 2013/062520/08

Version 1.4
[ratified at Board Meeting on 31 January 2019]

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1. Company Information

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IN TRANSFORMATION
INITIATIVE

We are a Non-Profit Independent NGO based in South Africa

2. Governance Matrix



2.1 Model Description:

Governance at its core implies a responsibility, a responsibility to various stakeholders, including: the community at large, beneficiaries served, responsibility towards donors, towards employees, towards vulnerable groups and towards the environment.

Transparency allows stakeholders to see clearly how and why management makes decisions whilst accountability states that management hold resources in trust under mandate and are therefore always open to critique. Upon receipt of funds (private or public), the organisation has the responsibility not just to prevent fraud and corruption, but to ensure optimal outputs and outcomes (efficacy) for investments received and this entails efficient allocation of funds, not being wasteful (efficiency).

In this light the organisation ensures that the elements of governance is in place: financial policies & procedures, procurement guidelines, protective measures, monitoring evaluation & learning (MEL) as well as legal and administrative compliance. Finally, leadership ensures sustainability and continuity.

The above considerations necessitates a confirmation of the founding mandate of the organisation, a description of its background and functioning as well as an explanation of how it is structured in terms of people, policies and procedures.

3. ITI Governance

3.1 ITI Governance

Being an organisation that specifically deals with the promotion of healthy and democratic institutions, ITI places a high value on excellent governance that models the Rule of Law by being responsive, consensus oriented, participatory and inclusive.

3.2 Independent Code of Good Governance for Nonprofit Organisations in South Africa

ITI supports and submits to the official “Independent Code of Good Governance for Nonprofit Organisations in South Africa”. The website www.governance.org.za contains details of this pledge and also lists the standards ITI subscribes to.

3.3 King IV

Supplement 6.3 of the landmark King IV is recognised as the standard for NPO (NPC) governance and informs ITI policy:

Good corporate governance contributes to the success of an NPO as it enhances the functioning of its leadership structures and provides the arrangements by which the governing body should govern the NPO so that it is able to meet its strategic objectives. The particular benefits that could be derived from the good governance of an NPO include the following:

- Added credibility and enhanced reputation.
- Increased impact of activities and advocacy through stronger stakeholder relationships and more effective operational processes.
- Access to funding, grants and loans on better terms.
- The ability to leverage a wider pool of expertise for employment and volunteer work.
- Better fraud prevention due to improved controls.
- Business continuity arrangements that permit the NPO to operate under conditions of volatility, and to withstand and recover from acute shocks.
- Leadership continuity through succession planning.

3.4 NPO Legitimacy: the macro view and benefits of corporate governance

Taking into account the critical role non-profit organisations (NPOs) fulfil, it is in the interest of the whole of society that this sector should thrive. This role is articulated as follows by the World Bank and substantiates the critical role initiatives like ITI performs in society:

- providing goods and services – especially meeting needs which have not hitherto been met by either the state or by the private sector;
- assisting the government to achieve its development objectives – in particular through contributing skills for which NPOs have comparative advantage, such as public information, education and communications campaigns, or providing information about the situations and needs of particularly vulnerable groups;
- helping citizens to voice their aspirations, concerns and alternatives for consideration by policy makers, thereby giving substance to governments’ policies regarding freedoms of association and speech;
- helping to enhance the accountability and transparency of government and local government programmes and of officials.

4. Background & Overview

4.1 Founding Mandate

The original Memorandum of Incorporation (2013) lists the “promotion of peace making and dialogue” as the organisations founding mandate and mission statement. The work of *Transition to Transformation* is known as the *In Transformation Initiative* and aims to support and promote peace processes in different conflict and political transitions within South Africa, Africa and around the world through the sharing of the experience and principles of the South African peace making process in its transition towards democracy.

4.2 History of the Organisation

The “*In Transformation Initiative*” (registered as *Transition to Transformation*), has been established in March 2013 as a South African based NPO. Its founding directors have individually and collectively worked in areas of conflict and transition for over twenty years. With this, they bring with them a wealth of experience that has been called upon by governments, international organizations and individuals throughout the world. ITI has been called upon to assist in conflict and transition situations in various contexts including Bahrain, the Basque region in Spain, Central Africa Republic, Colombia, Cyprus, Iraq, Kenya, Madagascar, Myanmar, Northern Ireland, South Sudan, Sri Lanka, Sudan, Tunisia, Yemen, Zimbabwe, and to address the Naga question in India to name but a few. Apart from this ITI’s engagements also include numerous other engagements including academic interactions and interactions with political actors throughout the globe.

The founding directors were prominent actors in the strategy, the discussions, and the negotiations that eventually led to the peaceful transition to democracy in South Africa. Their direct involvement in the South African transition and the lessons learnt from this experience helped develop skills that are regularly called upon to assist in areas of the globe that are experiencing conflict or are in the process of transition. The “*In Transformation Initiative*” establishes an institutional base for this collective experience and skill set.

4.3 Approach to Peace Making

The approach of the “*In Transformation Initiative*” is premised on the philosophy that any solution to differences or even conflict must be designed, must evolve, and must be developed and settled domestically as solutions cannot be prescribed from external actors. This philosophy ensures ownership and sustainability. ITI’s approach to any situation is made in this spirit and involves the application of the principles and processes that contributed to the eventual peaceful transition in South Africa. With the passing of more than twenty years since the inception of the negotiating process in South Africa, the entire experience serves as a useful and often insightful reference point to many. It offers a reference point to consider and evaluate some of the constructive measures that were taken and the errors that were made which have had and continue to have an effect on the efficacy and sustainability of South Africa’s democracy.

The values of Trust, Inclusiveness and Ownership are the three pillars on which the South African process was based. This is the fundamental message that underpins the approach of the “*In Transformation Initiative*”. This message is applied, promoted and shared with all the societies where ITI is called upon to render assistance.

4. Background & Overview

4.4 Organisational Objectives

The objectives of ITI are:

- To document and share the experiences of the South African peace process with role players in other areas of conflict around the world;
- To assist and support specific peace making processes towards conflict resolution through dialogue;
- To provide opportunities for groups and individuals from conflict areas to visit South Africa and engage with South Africans directly involved with the peace and transformation processes in the country;
- To continue to promote dialogue within South Africa amongst citizens, citizens and government and any other sectors where a “disconnect” has occurred in relationships and where conflict and violence occurs or might become an option.

4.5 Approach & Co-operation Agreements

True to its aim of dialogue and peace, ITI models inclusivity and collaboration as a outcome and core methodology. To this end partnerships are formed with associates, donors, partners and contractors, all of which ensures an inclusive approach that creates best-practice norms. In Transformation Initiative has established working relationships for co-operation with likeminded national and international organisation such as GIBS, Beyond Conflict, International Institute for Sustained Dialogue, Berghof Foundation, Common Space, Institute for Justice and Reconciliation, Cause Way Institute, Democracy Progress Institute, Nordic International Support Foundation (NIS), GIBS, Democracy Works, Intermediate, and IOM Colombia.

4.6 Current and/or recent Contracts

The following partnerships bear testimony of ITI's impact since August 2014:

A South African supported project in Sri Lanka

A Norway supported project on Asian region

A Beyond Conflict supported consultancy work in Bahrain

A DPI supported project on Turkey

A Zimbabwe Elections project

A South African Dialogue project

A UNDP supported project in Cyprus

A EU supported project in Botswana

A UNDP supported project in Madagascar

A Norwegian supported project for Colombia

IRI support on Zimbabwe

Intermediate supported project for Myanmar

DFID Support in Myanmar

Trust Africa support on Zimbabwe

Hanns Seidel Foundation on Zimbabwe

SA government supported a South Soudan project

Norwegian support on Central Africa Republic

5. Theory of Change

5.1 ITI seeks to assist and support peace making processes by drawing from the South African experience

Leaders in divided societies often *want* to achieve peaceful transitions, but either do not have the knowledge, or believe that moving forward is impossible – that they are at impasse.

'In Transition Initiative' (ITI) assists leaders to clear these obstacles by sharing the experience and knowledge gained through South Africa's own political transition, so that participants can be both equipped and inspired to achieve their goals

The directors of ITI were not only intimately involved in negotiating South Africa's transition and ending Apartheid but sat at opposite sides of the negotiating table.

ITI therefore establishes an institutional base for this collective experience and skills set so that the experience can be shared.

Four of its directors have worked in areas of conflict and transition for more than twenty years and bring with them a wealth of experience that has benefited governments and international organizations across Northern Ireland, Sri Lanka, Zimbabwe, Kenya, Cyprus, Sudan, Yemen, South Sudan, Iraq, the Basque region in Spain, Bahrain, to name a few.

5.2 Leaders in peace processes can learn from other experiences

Each transition is unique, often causing participants to believe that their situation is unsolvable. ITI's theory of change is however informed by its experience of South Africa's transition to democracy and the experience of the directors engagement in peace building over the years. The pillars around which this theory of change is anchored revolve around the importance of sharing experience; building the capacity for ownership of peace processes and democracy consolidation by local actors; anchoring peace and democracy strengthening around durable institutions; compelling political elites towards greater leadership and commitment towards ensuring peace and institutionalization of dialogue as a more sustainable mechanism to deal with crisis' through its ability for relationship building across various social and political divides.

In an attempt to consolidate the various aspect of the theory of change, ITI believes that targeting political elites, institutional building of necessary peace and democracy structures through capacity building, mediation, advisory support, dialoguing and the sharing of the SA experiences are instrumental in creating the momentum required for countries that are in conflict towards charting a sustainable path towards peace and democracy consolidation.

5.3 Sharing of Experiences from SA transition context

Whilst ITI acknowledges the unique nature of each transition, participants do indeed benefit from a shared experience. With the passing of more than twenty years since the inception of the negotiating process in South Africa, the entire experience serves as a useful reference point. This reference point enables us to consider and evaluate some of the constructive measures that were taken and the errors that were made which had and continues to have an effect on the efficacy and sustainability of the country's democracy. These lessons are illustrative on what can be achieved and how this can be done for nations struggling with similarly or other conflict challenges that appear intractable.

5. Theory of Change

Our experience has revealed that peace processes frequently stall because they:

- Lack the trust of the participants
- Are not inclusive of all the stake holders
- Lack ownership

These are the three pillars on which the South African process was based and which constitute the fundamental message that underpins the approach of ITI. We primarily use in-house tools that have been developed through our own experiences. For example, ITI has developed Forty-one Lessons from the South African Negotiations, drawing on the lessons from our experience that may have broader application. A wealth of knowledge resides within ITI and its network on a broad range of subjects such as:

Transitional Justice

Reconciliation

Multi-stakeholder negotiations (in highly charged environments)

Constitution development

Establishment of Peace Structures

The role the Civil Society, the Military, the Media, Business, etc. in peace process

Disarmament, Demobilization, Reintegration

Engagements occur via 2 main formats. ITI provides opportunities for groups and individuals from conflict areas to visit South Africa and engage with South Africans directly involved with the peace and transformation processes in our country; ITI visits host countries and shares experience or knowledge through high-level meetings, workshops, strategy sessions, conferences.

5.4 Local Ownership

The approach of ITI is premised on the philosophy that any solution to differences or even conflict must be designed, evolve, developed and settled domestically and not by outsiders. This philosophy which ensures ownership and sustainability was applied to the processes that contributed to the eventual peaceful transition in South Africa. ITI's commitment is therefore to facilitate, support and empower, rather than take over the political transitions.

The depth of ITI's involvement is driven by

the needs of the country,

the capacity for change and

their appetite for our engagement,

and moderated by

the degree to which we feel that our capabilities meet the needs of the country

the feasibility of ITI making meaningful change

available resources

These matters are determined at inception of the project. ITI typically initiates an engagement with a strategy session in-country to assess the needs of the transitional process required. This analysis is used to determine whether our expertise can be leveraged (if at all) to provide meaningful support.

At the end of each engagement leaders must be inspired and well-equipped to navigate their own transitions peacefully and effectively. Inspiration is critical as it allows individuals to believe in a successful solution to their situation.

5. Theory of Change

5.5 Institutional Capacity Building and Strengthening

ITI believes that peace building and democracy consolidation are best anchored around well framed peace building and democratic institutions that are functional and have the capacity to deliver on their mandate. These institutions if supported to function in the way they are designed enable for a gradual building up of peace and democratic practices and culture to emerge and become institutionalized hence reinforcing the sustenance of peace and the consolidation of democracy that goes beyond individual personalities. 'Well-equipped' differs from situation to situation. But, for example, if a group is grappling with Constitution development issues, we will work to understand the specific gaps that need to be filled and then, if necessary, expose them to our Constitutional Court judges to provide technical input.

5.6 Working with Political Elites

ITI's level of impact is maximised in this regard by who we engage, what we share with them and how we share it. To maximise impact for each engagement ITI's networks are leveraged to identify those who may be stalling the process, those who are most likely to affect change, ensuring we engage a broad, representative spectrum of stakeholders. ITI in this regard deals directly with the leaders in the peace process. Political elites in Africa and other contexts are key figures who most of the time hold the keys that make or break peaceful transitions and democracy consolidation. The ability to persuade these political elites towards embracing and accepting that they can take options that can positively change the peace and democratic trajectory of their nations is thus important. The political seniority and 'Peace Process credentials' of our directors enable access to leaders around the world. At the same time ITI recognises that peace processes can only be deemed successful if they eliminate conflict at all strata of society, ITI's approach is always cognisant of how peace processes impact the populations that they are meant to reach.

5.7 Relationship Building through Dialogues

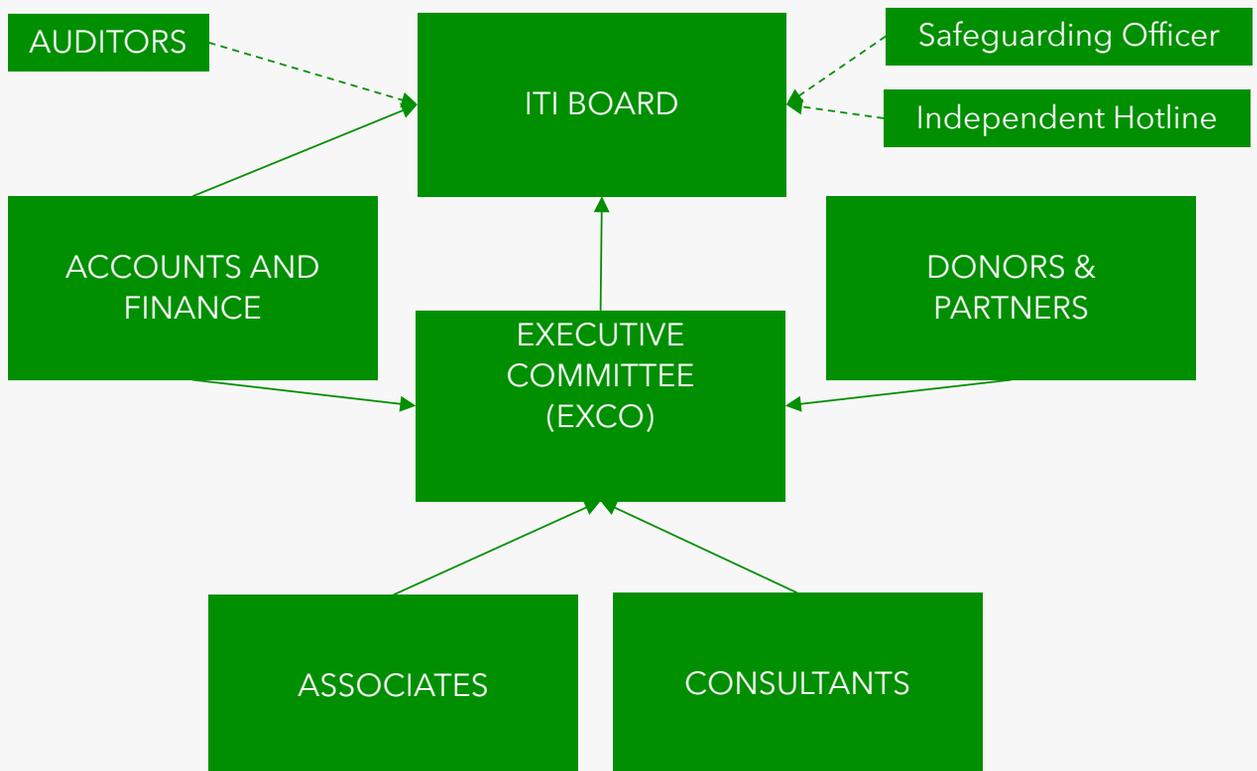
ITI believes that building relationships through dialogue is the necessary glue that makes for lasting peace through facilitating for meaningful engagement, reconciliation, healing and trust building, hence the need for institutionalizing the culture of dialogue across the various challenges in the respective countries with a variety of societal national stakeholders

6. Organogram

6.1 Structure of ITI oversight, management & operations

The ITI organogram reflects four important considerations:

- The Executive Committee, despite being the implementing experts, reports to a Board who is responsible for robust governance
- Financial control is independent and objective
- Donors and partners are recognised as a critical authority and stakeholder in both the project design and monitoring
- Associates and consultants of ITI ensures fresh and diverse input that adds value without organisational strain



7. Human Resource (HR) Policy

7.1 Salaries and Conditions of Employment

7.1.1 Salaries & Fees

The directors will review and approve all salary/fee levels on an annual basis. They will review the salary of the all staff and contracted consultants on an annual basis. This must be contained within the board minutes. The provision of staff benefits will be reviewed periodically as and when funding circumstances change.

Salaries and fees will annually be tested in the market with similar local and international organization in terms of its levels and rates to ensure fairness and reasonability, prior to a board decision on increases.

Submission of invoices from consultants will require the following process:

Timesheet for work completed during the invoiced time frame to be submitted with the invoice (not in the case where a consultant was appointed to a specific "piece work" in which case the TOR would be determining the payment structure);

Circulation of timesheet and invoice to all directors and Financial officer will be required for approval by one of the directors (other than him/herself, if the submitter) and Financial officer;

All claims for reimbursement will require appropriate proofs / paper trail before payment.

7.1.2 Contracts of Employment

Letters of appointment, including conditions of service, will be entered into between ITI directors and all staff members, consultants and associates. All staff members and all consultants are to be given a written job description/terms of reference (annexure on page 51). Contracts are not to be for longer than one year and are renewable annually to coincide with the financial year of the organisation. The length of contracts will be determined by funding agreements but will not be for longer than a year.

7.1.3 Personnel Files

The Financial Officer will maintain a personnel file on all directors/ contractors and staff members. Each file will contain the letter of appointment, job description, and authorisation of all changes in salary. Copies of all documentation such as leave forms, staff loan forms, letters, and etc. relating to the staff member will also be maintained in the file.

7.1.4 Employee Loans

No employee loans will be permitted.

7.1.5 Casuals/Temporary Staff/Volunteers/Stipends

When necessary, after being authorised by the directors, casual, temporary staff and volunteers will be recruited: depending on budget limitations, casuals will be paid (tbd) per day (e.g. cleaners, messengers) and temporary staff (tbd) per day e.g. switchboard, administrator, word processor). Volunteers will not receive any remuneration but will be reimbursed for reasonable expenditure incurred whilst performing their functions. Casuals, temporary staff and volunteers do not qualify for benefits.

7. Human Resource (HR) Policy

7.1.6 Performance Reviews

The Executive Committee may from time to time conduct performance reviews of regular service providers, which preempts and mitigates risk surrounding grievances or conflicting expectations.

An annual performance evaluation seeks specifically to:

- promote communication between employees and the directors;
- clarify expectations concerning objectives and performance;
- improve employee, contractor or associate performance through on-going monitoring and feedback;
- assess and reward individual performance;
- allow employees, contractors or associates to express their career aspirations.

7.1.7 Conflict Resolution

Whenever a dispute arises among the NGO staff, it shall be resolved in a constructive manner, i.e. the solutions shall lead to positive changes. Employees who feel unfairly treated or who have complaints about a situation or about working conditions should notify the Executive Director immediately.

ITI expects its employees, contractors and associates to adopt attitudes and behavior that maintain the good image of ITI. ITI employees, contractors and associates shall display an exemplary level of professionalism and integrity. Furthermore, besides the usual rules people need to follow (respect, courtesy, punctuality), there are particular procedures of conduct for members of the organization which must be observed, and these may from time to time be specified by the directors, including, but not limited to zero tolerance for racism, sobriety at work, presentable and appropriate dress code, etc.



7. Human Resource (HR) Policy

7.2 HRIS

ITI Human Resource Information System (HRIS) pertains the deliberate and accurate record keeping of the people doing the work of the company. Due to the fact that ITI does not employ staff, the HRIS is kept of associates and contractors who assist with doing the work of ITI initiatives.

- | | |
|---------------------------------------|--|
| 1. Employee Identification | Surname:
Middle Name:
Last Name: |
| 2. Personal Details | Gender:
Date of Birth:
Marital Status:
Nationality: |
| 3. Present Contact Information | Address:

Telephone number:
Email: |
| 4. Permanent Address | Address:
Telephone number:
Email: |
| 5. Family Information | Next of kin:
Number of Dependents: |
| 6. Location or Base | Head Office:
Field: |
| 7. Job History | Previous Position held:
Previous Job Dates:
Previous Employer Details: |
| 8. Qualification | Degree:
Professional Courses
Trainings:
Other: |
| 9. Competencies | Competencies:
Language Skills: |
| 10. Salary and Benefits | Salary:
Incentive:
Insurance: |
| 11. Development | Trainings required
Skills required |

8. Financial Policy & Procedures

8.1 Introduction

The board of directors (hereinafter referred to as the Board) is responsible for determining the financial policies for implementation by the Financial Officer. The directors together with the Financial Officer (ex officio to the Board) are responsible for ensuring that financial policies and procedures are adhered to. Any changes to the financial policies must be recorded in the minutes of Board meetings. The financial policies and procedures manual should be constantly updated to reflect any changes designed to be in harmony with specific donor requirements or changing operational circumstances.

8.2 Audits

For the purpose of good governance and in line with the King Commission ITI will after every three years and after the completion of a third annual audit seek to appoint a new auditing firm. Three quotes from potential auditors will be required towards assisting ITI to appoint the incoming audit firms.

8.3 Fundraising

8.3.1 Funding Proposals

A calendar will be maintained by the directors, which identifies the funding cycles (i.e. when funding applications must be submitted) for current and potential donors. Detailed budgets are required as part of the funding proposals. Funding proposals and budgets will be prepared in consultation with the board and Financial Officer.

8.3.2 Funding Register

A funding register will be maintained by the Financial Officer containing the following information:

Name of funder

The date on which any proposal was sent and the nature of the proposal, including the amount requested

Details of the response to such a proposal, including:

a) Date of the pledge

b) The amount of the pledge

c) Details of funders requirements

d) The funding cycle

e) The Financial Officer will present a funding status report quarterly to the Board. The funding status report will be presented in relation to the budget.

8.3.3 Receiving Funds

A letter of acknowledgement will be sent to funders for all monies received from them. The letter will state the date and amount of funds received by the Financial Officer. If the amount received was in foreign currency, the letter will detail the amount and the currency, the rate of exchange applied, the commission deducted by the bank, and the amount in local currency. A hard copy of the letter of acknowledgement will be kept.

The Financial Officer will record the rand equivalent of the funds as a grant. Commission deducted by the bank will be expensed to bank charges.

8. Financial Policy & Procedures

8.4 Bank Accounts

The signatories are authorised to open bank accounts in general or on behalf of the respective donor organisation. All bank accounts will have at least two signatories. Two signatures are required on all transactions, as well as for transactions processed through the Internet banking system. Requirements of funders regarding the opening and operation of bank accounts specifically for their funds are to be strictly adhered to, e.g. the investment of donor funds and the utilisation of interest earned, co-mingling of funds. A specific donor's fund is not to be used as bridging finance i.e., using the funds of one donor to fund the activities of another donor whilst waiting for that donor's funds to arrive.

The Financial Officer is responsible for the day-to-day operation of the bank accounts. This includes preparing requisitions and cheques, making deposits, handling all enquiries and correspondence with the bank, and reconciling the books with all bank statements on a monthly basis. The responsible Director, will review all bank reconciliations monthly.

Any call, notice, or other investment accounts held by the organisation, cannot be used to make payments, except to transfer funds into the current account.

Any two directors shall review the balances (per cash book) held in each bank account monthly with the Project Manager. The Project Manager, will sign all bank requisitions and reconciliations.

8.5 Budgets

8.5.1 Annual Budgets

The budget (per donor, general and consolidated) shall be prepared using the zero based method and based on concluded funding agreements. The budget period will coincide with the financial year-end of the Financial Officer. Budgets will be prepared in sufficient detail (with accompanying work papers) to facilitate variance reporting and close monitoring. Budgets must provide for specific donor requirements, as well as issues relevant to South African labour, tax and other laws.

The directors, with the assistance of the Financial Officer, is responsible for the annual budget. The Board will approve the annual budget. Monthly operating budgets will also be prepared. All budgets must be dated and assumptions clearly stated.

8.5.2 Revision of Budgets

The total of the operating budgets should equal the funds that have been approved. In the event of a difference between the funds and the budget, the budget must be revised for further approval of funding requests. Budgets can only be revised within the limits set by the funders or within the limits of available funding where no limits have been set by the funders.

8.5.3 Non-budgeted Expenditure

The ability of the organisation to incur non-budgeted expenditure depends on contractual agreements with funders, if applicable, and the availability of funds. Where non-budgeted for expenditure is permitted by a donor then, such expenditure will take place within the limits set by the respective donor. The authorised signatories will approve non-budgeted expenditure.

8.5.4 Budget Monitoring

The budget will be monitored by the directors and the Financial Officer on a monthly basis based on a variance report, by funder, and on a consolidated basis. Changes to budgets are permitted in accordance with the policies as set out in 3.2 and 3.3 above.

8. Financial Policy & Procedures

8.6 Record Keeping

8.6.1 Income

8.6.1.1 RECEIPT OF FUNDS

All funds received by the organisation will be deposited into the organisation's banking accounts opened in conformance with grant agreements.

8.6.1.2 DEPOSITS

All cash and cheques received will be deposited within two banking days of receipt. All cash and cheques received will be deposited on the last working day of the calendar month whether or not it has been two days since it was received.

Deposits will be numbered (i.e. in 2019 they will be 01-019, 02-019, 03-019, etc.), for each bank account.

8.6.2 Expenditure

8.6.2.1 PROCUREMENT OF GOODS AND SERVICES

The organisation will obtain at least three quotes prior to purchasing goods and/or services exceeding an amount of R25 000 in value.

Service provider Agencies to the organization that that are recurrent in it service to ITI such as: Travel, Local Transport and IT support, needs to be bi-annually appointed.

Consultants rendering services to or on behalf of ITI will be contracted in consultation with board members.

It must be clearly noted that the directors of ITI provide their director's services on a fee basis and not on a salary. Directors have been appointed for their various fields of expertise, as such the first choice is to rely on their expertise, failure of which services will be sought externally.

The Financial Officer will comply with all procurement provisions/restrictions contained within its donor contracts. Goods and services are not to be procured from suppliers where any member of the Board or staff has a financial interest. Failure to declare any financial interest can result in disciplinary action being instituted.

8.6.2.2 PAYMENT CERTIFICATIONS

Where applicable, the supplier's statement will be reconciled with the relevant invoice. All payments will be supported by original vouchers.

The vouchers will be stamped "PAID" and certified as having complied with the relevant financial control procedures. If vouchers are not available (i.e. travel advance), this will be noted on the order form and followed up by the Financial Officer to ensure that they are submitted.

All payments will be authorised by the signatories to the payment as proof that they have examined the supporting documentation and account allocation and coding. Payments and their corresponding vouchers will be filed in numerical order, with the most recent on top, by month, in a lever arch file.

8.6.2.3 SECURITY

The security of the Internet banking system is to be reviewed periodically, by an expert to determine its adequacy in the light of changed technology and operating circumstances. Access codes are to be changed periodically.

8. Financial Policy & Procedures

8.6.2.4 PETTY CASH - Debit Card

ITI will not make use of a petty cash system.

8.6.2.5 REFRESHMENTS, CATERING & ENTERTAINMENT

Entertainment of clients through lunches / dinners is permitted, provided the costs thereof are reasonable. Alcoholic drinks are permitted where prior approval has been obtained. Where approval has been obtained limitations will be set. Any lunches / dinners / functions outside of the normal operational activity must follow the ordering procedure.

8.6.2.6 PAYMENT OF SALARIES (ITI intends to NOT employ staff - but that in spite, this policy will be relevant if and when employment might occur)

The Financial Officer will ensure that they are registered for, and comply with, all statutory taxes/levies including PAYE/SITE, Unemployment Insurance, Skills Development Levies, and Workmen's Compensation.

Salaries/fees will be paid on the 25th day of the calendar month. Pay slips will be provided to all staff members showing gross salary, all deductions, and net salary. The Financial Officer is responsible for the administration of salaries and benefits. Any changes to salaries e.g. deductions from gross salaries etc. must be forwarded to the directors by the Financial Officer together with relevant authorisation and documentation by the 15th day of calendar month. Please note that the Financial Officer is by law required to implement garnishee orders of court, instructing employers to deduct outstanding debts from defaulting employees for payment of creditors.

The Financial Officer will prepare schedules with required supporting documentation for payments of PAYE, UIF, skills development levies, medical aid and pension if applicable. A monthly schedule of salaries, deductions and payments, by staff members, will be prepared and submitted to the Project Manager, for authorisation on or by the 20th day of each month. The salaries will then be paid as per salary schedule, by electronic transfer.

The Financial Officer will maintain a salaries register for each staff member by tax year (March 1 to February 28), and ensure that IRP 5 certificates are issued and reconciled on an annual basis with the salaries register and the PAYE paid across to the Receiver of Revenue.

The Financial Officer will prepare journal entries for the monthly salary payments. The gross salaries will be debited to the appropriate salary expense accounts and the net salaries credited to a salaries control account. The PAYE deductions will be credited to the PAYE control account. The employee's contribution to UIF, medical aid, and provident fund will be debited to the relevant expense accounts, and those amounts together with the employee's contributions will be credited to the relevant control accounts. Skills development levies will be raised as an expense and credited to a skills development control account.

8. Financial Policy & Procedures

The salary account and statutory payments will subsequently be posted through the cashbook to the relevant control accounts in the accrual based general ledger. The control accounts will be reconciled monthly.

Salary rates and adjustments to salaries (annual or ad hoc) will be determined by budget provisions and / or industry (NGO) norms and standards. Salaries will be reviewed once a year (or as and when necessary) to the financial year-end. Salary reviews will include a cost of living increase component, which will be applicable to all staff, as well as a performance related increase, which will be considered after a performance review has been conducted. Staff working for less than a year will receive proportionate adjustments.

The directors have the authority to approve salary and fee payments.

8.7 Financial Reports

All monthly financial reports will be completed by the 15th of the following month. Financial reports will be reviewed by the directors and the Financial Officer monthly, and approved by the Board at least quarterly. The Board can, at its discretion, call for an internal audit of the adequacy of the accounting and financial management function of the organisation by an independent expert, if they deem this to be necessary, and the funds are available.

8.8 Variance Reports

The Financial Officer will prepare a variance report (a comparison of actual income and expenditure with the budgeted income and expenditure), for each funder, and consolidated, with figures for the current month and year to date, as well as a balance sheet. S/he will submit it to the directors monthly for review. The Financial Officer will reconcile all control accounts for review by the directors.

8.9 List of Debtors and Creditors

The Financial Officer will prepare a list of significant debtors and creditors on a monthly basis and submit them to the directors, for review.

8.10 Cash Flow Forecast

The Financial Officer will prepare a cash flow forecast quarterly or when necessary, showing the past quarter and the following four quarters, for approval by the directors. The report will identify the location of the closing bank balances and the rate of interest been earned on funds invested.

8.11 Annual Financial Statements

Annual audited financial statements will be reviewed and approved by the Board. Recipient audits for specific donors will be conducted as required by donor agreements.

8.12 Funder Reports

Requests for financial reports by the funders are to be complied with and are to be provided in funders' formats and are the responsibility of the Financial Officer and are to be reviewed by the directors.

8. Financial Policy & Procedures

8.13 Fixed Assets

The Financial Officer will comply with the relevant donor contracts in relation to fixed assets purchased with donor funds. At present ITI does not have any fixed assets.

8.13.1 Acquisition of Fixed Assets

Fixed assets will not be purchased, unless they have been budgeted for, without prior written (minute) approval of the directors. The Financial Officer will obtain at least two quotes for all fixed assets purchased. The asset is to be inspected upon receipt and verified to the suppliers' invoice. All fixed assets are to be adequately insured prior to delivery and entered immediately upon receipt in the *fixed asset register*.

If fixed assets are donated, they will be entered in the books as an asset, and as a donation in the income accounts. If the cost/value is not available a reasonable market value will be determined and used. Fixed assets of less than R5 000 will not be capitalised.

8.13.2 Disposal of Fixed Assets

Disposal of fixed assets must have the prior written (minuted) approval of the directors. If the asset was purchased from the proceeds of a funding contract, the contract must be reviewed to determine whether authorisation is first required from the funder. Insurance will be adjusted and the asset will be removed from the fixed asset register upon disposal. Where disposals are not regulated by grant agreements, such disposals will be made to like-minded charitable organisations.

8.13.3 Fixed Assets Register

A fixed asset register will be maintained by the Financial Officer, containing the following details:

- date of acquisition
- brief description of asset
- suppliers' name
- cost (or market value if donation and cost not known)
- serial number (if applicable)
- location of asset

The directors will delegate two members to verify assets on an annual basis. The members will include the Financial Officer and management/staff member to be responsible for carrying out a physical inspection of fixed assets and verifying them to the register.

8.13.4 Accounting for Fixed Assets

Fixed assets will be set up in the balance sheet. The Financial Officer will apply depreciation at the appropriate rates as determined by the Financial Officer's auditors.

8.14 Rental/Lease Agreements Maintenance and Service Contracts

Directors will enter into contracts in the name of the Financial Officer, provided the cost of the contract has been budgeted for, and the funds have been secured to cover the cost during the duration of the contract.

If not covered in the contract of the lease, insurance will be obtained for the item being leased.

8. Financial Policy & Procedures

A register of contracts will be maintained by the Financial Officer and be checked quarterly by the directors. The register must contain the following information:

- name of supplier of goods or services
- type of contract
- period of contract
- payment schedule

8.15 Travel

8.15.1 Use of Private Motor Vehicles

All persons driving a vehicle on the Company's business must be in possession of a valid driving license. All vehicles are to be fully insured.

Use of a private car on organisational business (except between home and office) will be reimbursed at a rate per kilometer as set by the Board. The Board will review the rate on an annual basis. The Financial Officer has determined that the per kilometer rate allowed by S.A. Revenue Service as nontaxable (within the set limits), should be the rate to be paid by Financial Officer. It should be adjusted accordingly as approved by the S.A. Revenue Service for personal tax purposes. The authorised signatories must approve all mileage claims.

8.15.2 Motor Vehicle Hire

If no other vehicle is available, the directors have the authority to hire a vehicle for organisational business provided there are funds available and the amount has been budgeted for. Insurance must be included in the contract and the Administrator is responsible for ensuring that anyone driving a hired vehicle has a valid driving license, which s/he has had for the required period in accordance with the insurance requirements. A copy of the driver's license must be submitted and kept in the office. Only category B, C or D cars are to be hired. Requests for a deviation from this policy will be considered, depending on the circumstances.

8.15.3 Air Travel

The directors can authorise air travel within South Africa and abroad provided it is budgeted for. First class air travel is not permitted. Requests for a change in policy will be considered if circumstances warrant a review. Individuals who miss their flights, without valid reason, will be responsible for paying for the additional costs incurred in rebooking their tickets. Should a dispute arise, the individual may make appeal to the directors, whose decision will be final.

8.15.4 Accommodation

Accommodation will be booked through an order/request system for staff members and for Board members as required. Board members may arrange their own bookings and subsequently submit a claim provided they do so in accordance with Financial Officer policies. Accommodation costs are to be in line with the set rates per day, which has been approved beforehand.

Accommodation expenses for individual travel will be approved by the directors. Unreasonable expenses will not be paid for. e.g. excessive use of telephone for private purposes, exorbitant meals etc.

8. Financial Policy & Procedures

8.15.5 Per Diems

Per diems are intended to cover the cost, meals and incidentals (e.g. telephone calls). A set rate has been agreed on as R600 per day in SA and \$60 per day internationally.

8.16 Telephones, Modems & Cell Phones

The abuse of telephones for private purposes can result in disciplinary action being taken against the perpetrator. Whilst it is accepted that the use of telephones for personal matters are necessary at times, this use must be limited to absolute necessities. Telephone usage will therefore be monitored and staff will be requested to make refunds in the event of abuse.

8.17 Use of Company IT facilities for private purposes

Responsible and limited usage of company IT facilities for private purposes is permitted. The abuse of this benefit e.g. irresponsible and excessive private usage will result in disciplinary action being taken. In circumstances where company IT facilities are being used for private purposes beyond accepted norms and standards, a charge for private usage will be levied based on cost and time. Where IT facilities require replacement staff using these facilities will be required to make a 25% once-off contribution towards the total cost of acquiring the facility and making it functional. When the facility requires replacement, staff will have the option of acquiring the facility at 10% of the 75% of the company cost incurred at date of acquisition, if the relevant grant agreement does not impose restrictions on the disposal of equipment purchased as part of the funding agreement.

8.18 Audit Committee

ITI has an Audit Committee responsible for overseeing the audit process and general financial integrity of the organisation. At present the Audit Committee consists of Roelf Meyer, Ivor Jenkins and Hettie Dreyer. Meetings are held twice per annum and matters referring are escalated to Board level.

9. Monitoring, Evaluation & Learning

9.1 Monitoring

ITI performs monitoring through the accurate documentation of inputs, activities and outputs:

- Inputs include financial and human resources as investments towards programmatic activities. The realised activities produce observable and quantifiable outputs.
- Financial control through bookkeeping and audits, ensure that the main inputs are documented and this forms the basis of responsibility, accountability and transparency, as it answers the question: "How was investment used towards the expressed aim?" In addition the documented contracts with partners and associates document the unique human resource investment that leads to realised activities and outputs.
- Donor and Annual reports are custom designed as per requirement of each investor, but always include the meticulous quantification of inputs and outputs as a result of organisational projects (activities)

9.2 Evaluation

Whereas ITI monitors inputs and outputs (observables), evaluation is an ongoing process of measuring the results and effect of the outputs. Such results can be described as outcomes (medium-term and direct) and impact (long-term and indirect).

- ITI evaluation includes quantitative and qualitative measurement employing mixed methodology.
- Triangulation is used to eliminate bias and ensure rigour in process and reporting. Triangulation is used to gather data from three different perspectives or three different tools so that a final conclusion and report can be balanced and verifiable.
- A unique aspect of ITI evaluation is narrative recording that includes video and voice recordings, not just capturing the words being said but also the personalities of the historic and legendary individuals involved in ITI interventions.

9.3 Learning

ITI is at its core an initiative that shares the learnings of the past to impact the future. Being an organisation that helps others to learn and adapt lessons to unique contexts, so too ITI ensures continued improvement and learning so that funding creates not just impact, but new best-practice models.

ITI Learning areas include the following:

- Operational efficiency: How to conduct core business optimally.
- Knowledge creation: Documenting the content derived through co-creation.
- Leadership development: empowering a new generation of peace-makers.

9.4 Reporting

The aim of monitoring and evaluation (through reporting) is not just transparency and accountability for the sake of governance, but to create a learning organisation and ensure constant improvement so that investments produce an immediate and future social return. Reports are presented on a project basis to outside stakeholders and quarterly to the board of directors.

10. Directors: Code of Conduct

10.1 Board Charter

The ITI Board Charter refers to the governing document approved by the highest governing body and adopted by the Board to stipulate the Board's role and responsibilities and clarify the requirements for its composition, decision making and meeting procedures. The current document referred to as the ITI "Integrated Governance Policy" functions as a holistic Board Charter and Code of Conduct, dealing with items such as data protection, confidentiality, sexual harassment, corruption, whistle blowing, etc. The section below addresses specific additional matters pertaining Board Member conduct.

10.2 Board member terms

At ITI the executive directors are also board members, which have unlimited terms. The organization however, can appoint Non-executive directors for a maximum term of 3 years. Additional members to the company (whether in an executive or non-executive role) will be done through invitation by current members. Membership of executive members to the board can only end by resignation or by being expelled. In the event of a resignation, a notice period of 3 months must be tendered in writing to the board of directors. For non-executive directors their membership can end by resignation, being expelled or when their term comes to an end.

10.3 Conflicts of Interest

ITI policy on conflicts of interest (a) requires those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict, and (b) prohibits interested board members from voting on any matter in which there is a conflict. The core principle behind this policy is that everyone should act in the best interest of the non-profit and establish a culture of candour.

10.4 Meeting Protocol

Board Meetings are scheduled once per quarter (four meetings annually).

Notice of Meetings are sent 14 days prior to any meeting.

Directors may nominate a proxy representative in writing if attendance is not possible.

Meetings will follow an approved agenda, circulated prior to the meeting.

Minutes will be taken of meetings, approved at subsequent meeting, with a signed copy stored.

All decisions will be taken through consensus. If consensus fails, voting will occur, with the chairperson having a deciding vote should voting be equal.

10.5 Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

Making attendance at all meetings of the board a high priority.

Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.

Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.

Observing established lines of communication and directing requests for information or assistance to the executive director.

10. Directors: Induction Policy

10.6 Director Induction

Since the directors (board members) are responsible for the governance of the organisation, induction is of utmost importance, not just to ensure appropriate comprehension and access to information, but to ensure new members has the confidence to address matters that they might be exposed to. This includes meeting important stakeholders, be it the auditors, accountant, donors or other partners.

10.6.1 General Governance

The document entitled "ITI Integrated Governance Policy" contains the extensive content of the specific matters that new board members (directors) has to familiarise themselves with and that they need to commit to. The document is provided in writing to the newcomers and a specific debriefing meeting is held in order to clarify any ambiguities or uncertainties. Copies of meeting minutes and financial statements are provided.

10.6.2 Specific Contribution

Once general duties has been grasped and comprehended new Board Members indicate, through consultation, what their specific contributions will be in line with their talents, experience, training and expertise.

10.6.3 Training & Exposure

ITI notes, in conversation with new Board Members what training or exposure is needed in order for the new member to fulfil their roles and duties in a satisfactory manner.

10.6.4 Staff & Volunteers Code of Conduct

Due to the sensitive nature of ITI's work all future staff, volunteers and associates are expected to meet the same level of conduct as the Board members, ensuring two-way accountability (peer review). The Integrated Governance Policy is used as manual for training volunteers, associates or staff. Specific stipulations are articulated in associate contracts.

10.6.5 Acceptance

Each Board Member (Director) signs the following declaration upon acceptance and commencement of duties:

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the board of directors of ITI, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signed: _____

Signed at:

Witness 1:

Signed on:

Witness 2:

11. Child Protection Policy

11.1 Introduction

ITI seldom works with children, but because the importance of safeguarding children is so critical, an ITI Child Protection Policy has been adopted so that all ITI directors and Associates can be vigilant and equipped to intervene whenever needed. Police Clearance for trainers, Department of Social Development Form 29 and Form 30 applications to conduct checks against the Child Register. The following CPV's and CPA's are specified:

11.2 ITI Child Protection Values (CPV's)

- Individual and personal morals and values determine the way we treat others, not just children, but also family, peers, the elderly, authority figures and vulnerable people.
- A holistic approach to personal conduct is the foundation for child protection.
- Adults or kids who are selfish, hurt, lonely, stressed or angry are more likely to cause others harm
- Child protection can only happen when society as a whole is healthy, when 'organisational' culture values moral leadership and ethical modelling.
- Kids should feel loved and feel that they are part of a team and family: being a worthwhile member of a worthwhile group.
- Having three levels of relationships is the key to healthy processes: someone above, beside and below.
- Parents are seen as a potential asset or risk in the safety and development of the child. As such, working with and engaging good and bad parents are important.
- Physical space is important to foster not just safety but enabling learning environments where children can learn play.
- An adult or youth needs to respect him or herself before being able to respect and protect children.

11.3 ITI Child Protection Actions (CPA's)

- Have a written database with biographical information of every participant child
- Have written consent from parents or guardians affirming the child's participation in activities
- Stories of success should be shared, at the management meetings, on the web and in reports. Anecdotal stories can be viral, shared through the grapevine, building a culture of care and respect.
- Children should not be occupied after 17:00 on any particular day, neither after sunset.
- Excursions should be approved by directors and parents; in writing.
- Misconduct leads to written warnings, suspensions, financial penalties or expulsions.
- External stakeholders like the police and hospital are engaged as referral partners in case of serious injury or abuse.

Neither youths nor adults should shout at each other and they never hit each other.

- Gossiping, direct insults, treats and slander is neither allowed nor tolerated.
- ITI does not allow strangers or unproven newcomers to work with children, only those who are already known and trusted, with police clearance.

Talking about, writing about or using videos or pictures of kids should always ensure dignity, privacy and respect, having permission whilst doing no harm.

These protocols should be annually evaluated and updated

11. Child Protection Policy

11.4 Child Protection & Welfare Code of Conduct:

11.4.1 Minimize risky situations

Try to avoid placing yourself in compromising or vulnerable position; accompanied by a second adult whenever possible. Try not to be alone with a single child, including in the following situations; in car (no matter how short the journey); overnight (no matter where the accommodation); in your home or the home of the child. Immediately note in a designated organizational incident report sheet the circumstances of any situation which occurs which may be subject to misinterpretation. Keep in mind that actions, no matter how well intended are always subject to misinterpretation by third party.

11.4.2 Sexual behaviour

Do not engage in or allow sexually provocative games with the children to take place; kiss, hug, fondle, rub or touch a child in an inappropriate or culturally sensitive way, sleep in the same bed as a child, do things of a personal nature that child can do for himself including dressing, bathing and grooming

11.4.3 Physical behaviour

Do not wait for appropriate physical contact, such as a hug or holding hands, to be initiated by child. Do not use any form of corporal/physical punishment.

11.4.4 Psychosocial behaviour

Do be aware of the power of balance between an adult and a child and avoid taking any advantage this may provide. Do not use language that will mentally or emotionally harm any child; suggest inappropriate behaviour or relations of any kind; act in a way that intends to embarrass, shame, humiliate or degrade a child even if you may think punishment is necessary; encourage any inappropriate attention-seeking behaviour such as tantrums.

Do not show discrimination of race, culture, age, disability, religion, sexuality or political persuasion.

11.4.5 Peer abuse

Do be aware of the potential for peer abuse; develop social measures/ supervision to protect younger and especially vulnerable children in high risk peer situations (e.g. unsupervised mixing of older and younger children).

Do not allow children to engage in sexually provocative or violent games with each other.

11.4.6 Physical environment

Do develop clear rules to address specific physical safety issues relative to the local physical environment of a project (e.g. for projects based near water, heavy road traffic railway lines.)

11.4.7 Oral and visual communication with and about children

Do respect the dignity of each child in any oral, written or visual communication about children and their situation and adhere to the specific guidelines on communication outlined in the Child Protection Policy.

Do emphasize the intrinsic value of every child in any written, oral or visual communication and belief in the child's ability to take his/her future into his/her own hands.

Do not speak to or about a child in a way which disregards the dignity of the child; use inappropriate nicknames and descriptions to refer to a child's situation without also including in your description other, more positive images

11. Child Protection Policy

11.5 Reacting to Child Abuse or Risk

When a child discloses that he or she has been abused, it is an opportunity for an adult to provide immediate support and comfort and to assist in protecting the child from the abuse. A register is kept of all cases of reported abuse. In this light a non-executive Director is appointed on rotation basis to function as the safeguarding officer. The nominated officer is recorded in Board Meeting Minutes. It is also a chance to help the child connect professional services that can help keep the child safe, get justice and to recover from trauma. But having a child reveal that he or she is being, or has been abused can be confronting and upsetting. It is even more so if the child is close to you and/or if the perpetrator is a person you know

11.5.1 What to do

- Believe the child
- Reassure the child that telling you was the right thing to do
- Maintain a calm appearance
- Try to provide a comfortable, private space
- Let the child take his or her time
- Do not make promises you cannot keep
- Contact the appropriate authorities
- Accept that child will tell you as much or as little as they want to
- Record all information as soon as you have finished talking to the child

11.5.2 What to say

- Tell the child that you believe them
- Tell the child what you plan to do next time
- Reassure the child that it is not his/her fault
- Do not ask 'why' questions
- Find out what the child that wants from you
- Be honest with the child
- Let the child know that is okay to feel scared, hurt, confused or angry.

12. Sexual Harassment Policy

This policy affirms that ITI shows commitment to providing a safe environment for all its employees and partners, free from discrimination on any ground and from harassment at work including sexual harassment. The policy which serves to safeguard the integrity of employees, partners, beneficiaries to ITI's initiatives, the organization as a whole and the work we do takes into consideration harassment at work and social events, business trips, training sessions or conferences sponsored by ITI and outlines practical measures in how ITI will deal with such issues should they arise. In the event that an employee needs to lodge a complaint, this can be done either in writing or verbally to the Board. ITI is obliged to investigate the matter and based on the outcome of the investigation take appropriate measures as deemed.

Directors and Associates are briefed and submit to the code of conduct that explicitly prohibits the establishment of romantic or sexual engagements with participants or beneficiaries standing in an imbalanced power relation to the person representing ITI or an associated activity.

13. Equality & Diversity Policy

Employment Equity forms part of the legal South African framework pertaining employees. ITI in this case, supports the letter and the spirit of the law. Even if specialists are not employed as staff, ITI strives to partner with and engage a wide variety of people who differ in race, gender, religion and socio-economic standing. Such diversity is an intended outcome and also a method, since diverse and inclusive teams can perform better under the correct circumstances.

ITI Equal Employment Opportunity and Affirmative Action Statement:

ITI is committed to providing equal employment and work opportunity without regard to race, color, religion, sex, sexual orientation, disability, or any other protected status with respect to recruitment, hiring, upgrades, training, promotion, and other terms and conditions of employment. This policy complies with applicable state and local laws governing non-discrimination in employment.

The Organization values people from diverse backgrounds, working to create an open atmosphere of trust, honesty and respect. Harassment or discrimination of any kind including that involving race, color, religion, gender, age, national origin, citizenship, disabilities, sexual orientation, veteran status, or any other similarly protected status - is unacceptable. This principle applies to all aspects of employment, including recruitment, hiring, placement, transfer, promotion, layoff, recall, termination and other terms and conditions of employment."

14. Gender Policy

14.1 ITI's Gender Policy

ITI's gender policy aims to translate its vision and values of a peaceful and stable global environment into action through the recognition that sustainable peace can only be guaranteed through the equal participation of all segments of societal groups regardless of gender, age, race, religion and any other affiliations. The policy also serves as a standard to hold ITI's leadership, consultants and associates towards ensuring appropriate gender outcomes. Further, the policy seeks to strengthen gender sensitivity and guide the organization toward an enabling environment to ensure the meaningful participation of men, women and young people in peace processes in the various countries that we engage in.

14.2 Policy Objectives

- To provide a framework and serve as reference document that will guide and hold ITI board, its directors and consultants accountable to the gender equality commitment of the organization
- To ensure the integration of gender equality and equity dimensions in all programs and projects and its organizational structure and operations.
- To provide a framework for effectively integrating gender concerns into the organizational agenda and peace building domain
- To promote equal representation and participation of women in decision making at ITI's professional/ programmatic levels.

Through this policy, ITI commits to doing the following:

- Recruiting at least 30% women as part of its team of consultants and experts and ensuring such a balance at senior levels of engagement;
- Ensuring equitable representation and participation of men and women in the board of directors, the non executive directors, and in functional committees as may be formed by the organization;
- Ensuring equal opportunities among male and female personnel to be engaged in the organization, in remuneration, decision making, working conditions and any other responsibilities and benefits associated with ITI's work.
- Ascertain that all ITI programs give due consideration of gender imperatives from inception, design, implementation, monitoring and evaluation through the use of standard gender analysis frameworks and gender sensitive tools.
- Providing a safe and secure workplace for women staff, free from sexual harassment with procedures to deal with complaints and grievances put in place (reference is made to the sexual harassment policy guidelines).
- Provide security for men and women at the work place -- in the office or the field.
- Reviewing the organizational structure, functioning, problems in relation to gender imbalances among staff and the work environment time to time and taking definite steps to address the same
- Impress upon country partners to include at least a 30% representation of women in their delegations regarding ITI programmes.
- The Board will be responsible for ensuring implementation of the policy across the organization.
- The policy will be reviewed every two years to ensure that it is relevant to and reflects ITI's strategic direction and actions.

15. Anti-corruption Policy

15.1 Fraud, bribery and corruption

The policy sets out to uphold sound governance management and outlines responsibilities in terms of the deterrence, prevention, detection and investigation of fraud and bribery. Members of the organization are in this regard required to uphold the highest standards of integrity in their dealings for, and on behalf of the organization. For ITI this policy relates to issues of procurement, and is supported by the financial management policy, and contract procedure rules.

ITI created a specific email address, manned by a nominated external party to receive anonymous or personal communications pertaining whistle blowing, fraud, corruption or abuse. The address is itigovernance@gmail.com and this is shared and communicated to all ITI stakeholders, serving as a channel to lodge concerns or complaints.

15.2 Conflict of interest

The policy aims to comply with the best practice and the principles relating to good governance and management of conflict of interest as set out in King IV. Accordingly ITI impresses upon its staff to exercise sound judgement and conduct themselves in a manner consistent with the organization's legal obligations in respect of promoting ITI's functions fairly and in not allowing an individual's connection with the organization to be operated for private and or external gain or advantage in any way not compatible with serving ITI's best interests. Disclosure of external interests is encouraged and any conflict will be managed by the Board in a way which does not prejudice the organization and the employee.

15.3 Gift Acceptance & Hospitality

Any gifts or offers of hospitality to a member of the board that is given in relation to the work of the company, that exceeds the value of R2 000 must be declared in an email to all board members (and the Financial officer) within 1 week of the donation. The board will accordingly determine how the issue will be handled.

Whereas ITI actively solicits gifts and grants to further the mission of the organization, and whereas there is the potential for controversy if certain gifts are accepted, the organization has adopted the following Gift Acceptance Policy:

When considering whether to solicit or accept gifts, the organization will consider the following factors:

- Values: whether the acceptance of the gift compromises any of the core values of IT
- Compatibility: Whether there is compatibility between the intent of the donor and the organization's use of the gift
- Public Relationships: whether acceptance of the gift damage the reputation of ITI
- Primary Benefit: whether the primary benefit is to [Organization Name], versus the donor
- Consistency: is acceptance of the gift consistent with prior practice?
- Form of Gift: is the gift offered in a form that [Organization Name] can use without incurring substantial expense or difficulty?
- Effect on Future Giving: will the gift encourage or discourage future gifts?

All decisions to solicit and/or accept potentially controversial gifts will be made by the Executive Committee of the Board in consultation with the Executive Director. The primary consideration will be the impact of the gift on the organization.

16. Whistle Blowing Policy

16.1 Whistleblowing mechanism

The Whistle Blowing Policy is designed to deal with concerns raised in relation to issues pertaining fraud, corruption, misconduct and malpractice within the organisation. The Chair of the Board will be the point of contact for any complaint made. If he/she is implicated, then any other appropriate board member will be responsible for acting on the matter.

ITI created a specific email address, manned by a nominated external party to receive anonymous or personal communications pertaining whistle blowing, fraud, corruption or abuse. The address is itigovernance@gmail.com and this is shared and communicated to all ITI stakeholders. This email functions as whistle blowing hotline.

The Protected Disclosure Act came into effect on the 16th February 2001. The Act is commonly referred as the Whistle Blowing Act. The objective of the Act is:

- i. to encourage the reporting of matters that may cause financial and non-financial loss to ITI or damage the reputation of ITI; and
- ii. to enable ITI to effectively deal with reports from whistle blowers by providing clear guidelines for the disclosure of such information protection against reprisal as a result of such disclosure and to provide the appropriate infrastructure including alternative mechanisms for reporting.

ITI Whistleblowing Policy includes:

- Commitment to honesty and integrity
- Encouraging reporting of violations
- Commit to and ensure no retaliations in any form against those who report
- An open door policy is adhered to and encouraged (verbal or in writing)
- A compliance officer is appointed by the Board to deal with suspected fraud
- All actions should be conducted in good faith and never with malicious intent
- Confidentiality will be respected if required

17. Risk Management Policy

ITI's Main Risk Categories & Appetite for Risk

ITI Risk policy recognises five risk areas as described below. The application of risk assessment and improvement is critical and such application is included on page 51, with comparative analyses with historic data also available on request. Risk owners are appointed at Board Meetings, dealing with specific projects, typically country specific. The risk owner reports to the ITI board by comparing the policy, likelihood of occurrence and advised mitigating measures.

External Context Risk.

This refers to difficult environments i.e. at political, legal, economic, environmental, conflict and fragile states levels. Our appetite for such risk is high as these are the target contexts that our interventions are aimed at impacting on. ITI tries to in each country minimize impact of this risk through working with key stakeholders, signing MoUs with responsible official structures, work in support of ongoing and recognized peace agreements/frameworks amongst others. ITI's ability to access high level political stakeholders allows the organization to exert influence where it often matters most.

Reputational risk.

This refers to poor management, any unethical behaviour, misuse of funds & doing harm to beneficiaries whether intended or unintended. We value our credibility and based on our professional capital established over the years we aim to at all costs safeguard this and are sensitive that our failure to guard this has significantly negative impact on the work we do. Our appetite for such risk is therefore low. ITI has thus put in place an anti-corruption policy that applies to ITI personnel, consultants and experts.

Fiduciary Risk.

This refers to funds received from our funding partners not being used for intended purposes, not achieving Value for Money and not being accounted for. Our appetite for this risk is low as we value compliance and accountability to our partners who have put trust in us to carry out the work we set out to do. ITI has put in place financial management guidelines, a reputable financial management firm and an audit firm to safeguard against any issues of abuse.

Delivery Risk.

This refers to the capacity, capability & technical acumen to enable delivery on agreed project goals. Our appetite for this risk is low as we believe we have the skills for delivery and are in a position to attract the right kind of skills where necessary from our extensive network of experts.

Safeguarding.

This refers to doing no harm environmentally and socially to achieve sustainable outcomes. Our risk appetite for this is low given that not doing harm is one of the key foundations upon which the work we strive to do in peace building rests upon. ITI adopts a conflict sensitive approach in all its work with an internal analysis of do no harm being undertaken for each of our projects.

18. Data Protection & GDPR

By South African law an organisation has to comply to POPI (Protection of Personal Information Act 2013) which mirrors the GDPR (General Data Protection Regulation) adopted in the European Union (EU) in 2016.

ITI recognises the responsibility between the data subject (natural person), the controller (natural or legal) and the processor (on behalf of controller). ITI further acknowledge that data processing under the GDPR must be lawful, transparent and for a specific purpose. Consent must be given by persons for the storage, processing and application of their data.

Due to the nature of the sensitive socio-political work of ITI, directors, contractors and associates are trained and kept accountable to maintain the highest levels of confidentiality, especially where sensitive information could not just impact political events, but also endanger the lives of specific individuals. Utmost care is taken to a) not divulge information and b) keep and store information in secure locations.

When personal information is asked by ITI, a standard disclaimer is included stating:

- Why the information is required
- Who will have access to it
- That it will not be given to third parties
- Where the data will be stored

19. Health & Safety

By South African law an organisation with more than five employees are required to have a health and safety policy. ITI subscribes to this and at present the number of employees does not merit such a policy, notwithstanding ITI commits to approve and implement such policy the moment the employee status change.

Besides the above mentioned legal compliance ITI does strive to ensure humane, reasonable and safe working conditions for associates, contractors and partners that collaborate on specific initiatives. In country expertise is sourced through partnerships that can guide specific protocols that are country specific.

20. Sustainability



20.1 United Nations (UN) Sustainable Development Goals (SDG's)

ITI addresses two of the SDG's directly:

20.1.1 Peace, Justice and Strong Institutions (Goal 16)

ITI contributes directly to international peace building, with the countries of operation bearing testimony to the relevance of ITI's interventions; Sri Lanka Bahrain, Turkey, Zimbabwe, Cyprus, Botswana, Madagascar, Colombia, Myanmar, Central Africa Republic and South Africa.

"The rule of law and development have a significant interrelation and are mutually reinforcing, making it essential for sustainable development at the national and international level. Goal 16 is dedicated to the promotion of **peaceful and inclusive societies** for sustainable development, the provision of access to justice for all, and building effective, accountable **institutions** at all levels."

(<http://www.un.org/sustainabledevelopment/peace/> Accessed:2016.03.02)

20.1.2 Partnerships for the Goals (Goal 17)

ITI strength lies in its ability to bring together the public, private and civil society sectors. Inclusive partnerships lies at the heart of ITI methodology and impact. "A successful sustainable development agenda requires partnerships between **governments, the private sector and civil society**. These inclusive partnerships built upon principles and values, a shared vision, and shared goals that place people and the planet at the centre, are needed at the global, regional, national and local level.

Urgent action is needed to mobilise, redirect and unlock the **transformative** power of trillions of dollars of private resources to deliver on sustainable development objectives."

(<http://www.un.org/sustainabledevelopment/partnerships/> Accessed:2016.03.02)

20. Sustainability



20.2 ITI Values & Principles

At ITI the focus is not on organisational sustainability that ensures longevity of an organisation, but on the sustainable and continued implementation of best-practice methodology; specifically the application of lessons learned in the peaceful South African negotiations that models inclusive dialogue as peace imperative.

From the point of view of ITI as an institution, our strategy is centered not so much on the organization being sustainable but on the results of its work. There is no sustainability challenges in terms of ITI's infrastructure either since it is important to note that ITI has no full-time employees, no infrastructure costs and an overhead cost of 5% or less. The five directors work as consultants for ITI and invoice the organisation on a monthly basis exclusively for hours spent on ITI work. This results in no expenses when there is no work done. The same applies to the accountant and administrative services required. This economically highly functional structure keeps the organisation operational. It is the intention of the ITI board to maintain the operational structure in this manner

Sustainability of the project is partly engrained in the project design which focuses on institutional building and strengthening at the local levels. This means that the infrastructure for sustaining peace and democracy will remain at the disposal of the local contexts. What is important is for ITI to assist the various targeted countries to build sufficient capacity towards ensuring the full functional of these institutions. Further to this the programme has a chance to be sustained through leveraging on more partners to support the country interventions. In this regard the South African Government has approached ITI to agree on a formal relationship with DIRCO to deliver the current type of services and support to countries in distress on the Continent. For interventions in CAR ITI is partnering with the Institute for Justice and Reconciliation to ensure that the work there goes a longer way. Other such partnerships will be sought. This then also insures that an exit strategy from any specific country ITI is working in, can be done with the assurance that there are other agencies able to continue with the work if so required.

21. Annexures

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Companies and Intellectual
Property Commission
a member of the dti group

COMPANIES AND INTELLECTUAL PROPERTY COMMISSION REPUBLIC OF SOUTH AFRICA

Form CoR 14.3 - Registration Certificate

Issue date: 15/04/2013
Print date: 15/04/2013
Customer code: SEGALC
Tracking number: 110483819

Concerning:

TRANSITION TO TRANSFORMATION NPC 2013/062520/08

The above company has been registered in terms of section 14 of the Companies Act, 2008.

In accordance with the Notice of Incorporation, the registration of the company takes effect on 15/04/2013.

In conjunction with this certificate, the Commission has not issued another notice contemplated in section 12 (3).

Astrid Ludin

Commissioner: CIPC

MKH MKH

About this Notice

This Notice is issued in terms of section 14 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.

If the Commission has altered the name of the company, in terms of section 14 (2) (b), the company may file an amended Notice of Incorporation to change the name.

If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that Notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.

The Companies and Intellectual Property Commission of South Africa

P.O. Box 429, Pretoria, 0001, Republic of South Africa

Docex 256, Pretoria

Contact centre 086 100 2472

www.cipc.co.za



1

**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, April 12, 2018 03:04
Certificate of Confirmation**



Companies and Intellectual
Property Commission

a member of the ezi group

Registration number	2013 / 062520 / 08
Enterprise Name	TRANSITION TO TRANSFORMATION NPC
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	15/04/2013
Business Start Date	15/04/2013
Enterprise Type	Non Profit Company
Enterprise Status	In Business
Financial year end	February
Main Business/Main Object	
Postal address	26 DUIKER CRESCENT SILVERLAKES 0054
Address of registered office	26 DUIKER CRESCENT SILVERLAKES 0054



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za





Date: 12/04/2018

Our Reference: 9109711850

SNIJDER AND ASSOCIATES SNIJDER AND ASSOCIATES
E-mail: SECRETARY@AUDITWORKS.CO.ZA
To be collected: SNI001

RE: Amendment to Company Information

Company Number: 2013/062520/08

Company Name: TRANSITION TO TRANSFORMATION NPC

We have received a COR39 (Notice of change of company directors) from you dated 19/03/2018.

The COR39 was accepted and placed on file.

The following change was effected to Director/Secretary/Officer:
Director PATIENCE HWENHA was added

The following change was effected to Director/Secretary/Officer:
Director IVOR HEWERTSON JENKINS details was Changed

The following change was effected to Director/Secretary/Officer:
Director MOHAMMED BHABHA details was Changed

The following change was effected to Director/Secretary/Officer:
Director ROELOF PETRUS MEYER details was Changed

The following change was effected to Director/Secretary/Officer:
Director EBRAHIM ISMAIL EBRAHIM details was Changed

Yours truly

Commissioner: CIPC

Please Note:

The attached certificate can be validated on the CIPC web site at www.cipc.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.
Call Centre Tel 086 100 2472, Website www.cipc.co.za



**Certificate issued by the Companies and Intellectual Property
Commission on Thursday, April 12, 2018 03:04
Certificate of Confirmation**



Companies and Intellectual
Property Commission

» member of the cipi group

Registration number **2013/062520/08**
Enterprise Name **TRANSITION TO TRANSFORMATION NPC**

Auditor
Name **SNIJDER AND ASSOCIATES INC**
Postal Address **P O BOX 31061
TOTIUSDAL
0134**

Active Directors / Officers

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
HWENHA, PATIENCE	7107180841187	Director	12/03/2018	Postal: 41 SANMORE, 81 HESKETH DRIVE, MORELETAPARK, PRETORIA, 0181 Residential: 41 SANMORE, 81 HESKETH DRIVE, MORELETAPARK, PRETORIA, 0181
EBRAHIM, EBRAHIM ISMAIL	3707015094086	Director	29/07/2014	Postal: PO BOX 11995, SILVERLAKES, SILVERLAKES, GAUTENG, 0054 Residential: 73 NICKLAUS STREET, SILVERLAKES, PRETORIA, GAUTENG, 0054
MEYER, ROELOF PETRUS	4707165076080	Director	15/04/2013	Postal: PO BOX 2271, BROOKLYN SQUARE, PRETORIA, GAUTENG, 0075 Residential: 1023 KROMDRAAI AVENUE, FAERIE GLEN, PRETORIA, GAUTENG, 0043
BHABHA, MOHAMMED	6004295147082	Director	15/04/2013	Postal: PO BOX 44040, LINDEN, LINDEN, GAUTENG, 2104 Residential: 14 2ND AVENUE, VICTORY PARK, JOHANNESBURG, GAUTENG, 2104
JENKINS, IVOR HEWERTSON	5811155078087	Director	15/04/2013	Postal: PO BOX 40698, ARCADIA, PRETORIA, GAUTENG, 0007 Residential: 26 DUIKER CRESCENT, SILVERLAKES, PRETORIA, GAUTENG, 0054



The Companies and Intellectual Property Commission
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website www.cipc.co.za



930043932.

ARS

COPY

INCOME TAX - EXEMPT INSTITUTIONS

EI 1

Application for exemption from income tax in terms of section 10(1) and/or approval in terms of section 18A of the Income Tax Act, No. 58 of 1962

If all the requested information and relevant documents are not submitted together with this form, your application will be returned.

The completed form together with the relevant documentation must be submitted to: The Head: Tax Exemption Unit, Box 11955, HATFIELD, 0028

A. Is this application in respect of:

- X Company
Association of Persons
Trust
Foreign Branch

COMMISSIONER FOR REVENUE SERVICE
HAFRICA
POL. 1955
16 JUL 2013
HATFIELD
PRETORIA 0028

B. Group registration

Is this application in respect of a group registration? If 'YES' Part J must be completed.

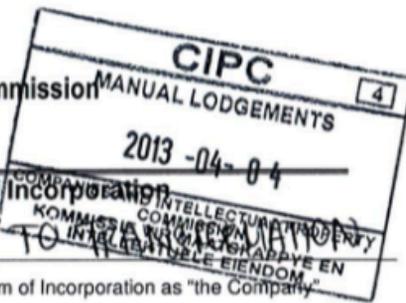
C. Particulars of organisation:

Registered name: TRANSITION TO INFORMATION
Postal address: PO Box 40698, ARCADIA
Postal code: 0007
Registered address: 26 DUiker CRESCENT, SILVERLAKES, PRETORIA
Postal code: 0054
E-mail address: 1YOR@INTRANSFORMATION.ORG.ZA
Nonprofit Organisation (NPO) registration number: 201306252008
Website Address: WWW.INTRANSFORMATION.ORG.ZA

D. Bank particulars:

Name of bank: FIRST NATIONAL BANK
Name of account holder: TRANSITION TO TRANSFORMATION
Type of account: Current
Branch number: 25 20 45
Account number: TRANSITION TO TRANSFORMATION 62407740738

Companies and Intellectual Property Commission
Republic of South Africa



Form CoR 15.1C
Short Standard Form
Non Profit Companies
without members

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 15 of the Companies Regulations, 2011.
- This form may be used only to incorporate a Non Profit company without members.
- A Non Profit company may be incorporated by three or more persons.
- The Incorporators must complete this form by-
(a) filling in the Name of the Company, unless it is to be completed by the Commission in terms of Regulation 14 (b) (i) or (ii);
(b) inserting a statement of the objects of the company in the space provided
(c) inserting the number of directors and alternate directors in the spaces provided; and
(d) Each signing and dating the form on a line of the Table.
- There are 3 pages in this form. If filing by paper, all 3 pages must be filed. Use additional sheets if required to provide information.
- This Form must be filed with Form CoR 14.1, Notice of Incorporation, and required annexures and fees.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Memorandum of Incorporation

(Insert Name of Company)

TRANSITION TO

which is referred to in the rest of this Memorandum of Incorporation as "the Company"

The Company is a Non Profit company without members, with the following objects:

Promotion of peace making and dialogue

The Company has 3 director(s) and 0 alternate director(s), to be appointed in the following manner:

Ivor Hewertson Jenkins - Annually appointed
Mohamed Bhabha - Annually appointed.
Roelof Petrus Meyer - Annually appointed.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf.

Name and address	Identity or Registration #	Signature	Date
I.H Jenkins, 26 Duiker Crescent Silverlakes, 0054	581185078 087		13/03/2013
M. Bhabha, 14 2nd Avenue, Victory Park, Johannesburg 2108	6004295147082		13/03/2013
R. P Meyer, 1013 Krondraai Avenue Faerie Glen, 0043.	4707165076088		13/03/2013

In this Memorandum of Incorporation -

- (a) a reference to a section by number refers to the corresponding section of the Companies Act, 2008;
- (b) words that are defined in the Companies Act, 2008, bear the same meaning in this Memorandum as in that Act.

Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- (2) The Company is incorporated in accordance with, and governed by—
 - (a) the provisions of the Companies Act, 2008 that are applicable to Non Profit companies, without any limitation, extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Objects and Powers of the Company

- (1) The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
- (2) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- (3) upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1(4)(b) of Schedule 2 of the Companies Act, 2008.

1.3 Memorandum of Incorporation and Company rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) 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 by ordinary mail.
- (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 by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5 Company not to have members

As contemplated in Item 4 (1) of Schedule 2 of the Act, the Company has no members.

Article 2 - Directors and Officers

2.1 Composition of the Board of Directors

The Board of Directors of the Company comprises the number of directors, and alternate directors shown on the cover sheet, each of whom -

- (a) is to be appointed in the manner set out on the cover sheet; and
- (b) serves for an indefinite term until substituted by the person or entity that appointed the director..

2.2 Authority of the Board of Directors and Committees

- (1) This memorandum of Incorporation does not limit or restrict the authority of the Company's Board of Directors to—
- (a) manage and direct the business and affairs of the Company, as set out in section 66 (1);
 - (b) consider a matter other than at a meeting, as set out in section 74;
 - (c) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3);
 - (d) determine the manner and form of providing notice of its meetings, as set out in section 73 (4);
 - (e) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5);
 - (f) appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a).
- (2) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, as provided in that section.
- (3) The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).

This Memorandum of Incorporation does not limit or restrict the authority of any committee appointed by the Company's Board of Directors, as set out in section 72 (2)(b) and (c).

2.3 Indemnification of Directors

This Memorandum of Incorporation does not limit, restrict or extend the authority of the Company's Board of Directors to –

- (a) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (3);
- (b) indemnify a director in respect of liability, as set out in section 78 (5); or
- (c) purchase insurance to protect the Company, or a director, as set out in section 78 (6).

2.4 Officers

The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 14.1

- This form is issued in terms of section 13 of the Companies Act, 2008, and Regulation 14 of the Companies Regulations, 2011.
- A profit company may be incorporated by an organ of state, or by one or more persons. A non-profit company may be incorporated by an organ of state, a juristic person, or by three or more persons.
- To each of paragraphs 1, 2, 3, 6 and 7, you must select one option, by ticking the appropriate box.
- Annexure A must be completed and attached.
- Annexure B is required only if you tick the 3rd option at paragraph 6.
- Annexure C is required only if you tick the 2nd option at paragraph 7.
- The basic filing fee is R175 if the company's Memorandum of Incorporation is in Form 15.1A or 15.1C, or R475 in any other case.
- An MOI in Form CoR 15.1A, 15.1B, 15.1C, 15.1D or 15.1E or unique to the company must be attached.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address
PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Incorporation

Customer Code: SegalC

From: _____
(Name, address and identity or registration number of Incorporator)
(If there are multiple incorporators, each must be listed. Use a separate sheet :)

Name: Ivor Hewertson Jenkins
Address: 26 Duiker Crescent
Silverlakes, Pretoria, 0054
Identity/Reg No: 581155078087

- The incorporators have incorporated a juristic person to be registered as a:

<input type="checkbox"/> State Owned Company	<input type="checkbox"/> Public Company
<input type="checkbox"/> Personal Liability Company	<input type="checkbox"/> Private Company
<input checked="" type="checkbox"/> Non Profit Company	
- The incorporation of the company is to take effect on

<input checked="" type="checkbox"/> The date of the registration certificate is issued
<input type="checkbox"/> _____, if later than the registration date. R
- The company's first financial year will end on 28 February 2013 **R**
- The company's registered office address is 26 Duiker Crescent, Silverlakes, 0054
- There are 3 initial directors of the company, as listed in Annexure A.
- The company name is to be:

<input type="checkbox"/> The company's registration number, followed by the elements required by section 11 (3).
<input checked="" type="checkbox"/> The name currently reserved or registered under # <u>716786480</u> for use by <u>TRANSITION TO TRANSFORMATION</u>
<input type="checkbox"/> The first of the names set out on annexure B that proves to be eligible, in terms of Regulation 14 (1) (b)(iii).
- The company's Memorandum of Incorporation, attached in Form CoR 15.1C (indicate form number) or unique (tick if appropriate)

<input checked="" type="checkbox"/> has no provision of the type contemplated in section 15 (2) (b) or (c).
<input type="checkbox"/> has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure C.

I declare that the information in this application is true. If I am not the applicant, I declare that the Applicant has authorised me to make this application.

Signature: 

Date: 2013/03/25

For Commission Use only	Commission file number: _____	Date filed: _____
-------------------------	-------------------------------	-------------------

No	Name	Title	Organisation
1	Fanie du Toit	Dr	Institute for Justice and Reconciliation (IJR)
2	Janine Rauch	Ms	DDR Consultant
3	Gert Grobler	Mr	GG Consultants
4	Hettie Dreyer	Ms	H-Dreyer associates
5	Chantal Ilbury	Ms	Mind of a Fox Pty
6	Nel Marais	Dr	Thabiti Research
7	Anis Daraghma	Dr	IPSA
8	Paul Graham	Mr	Freedom House
9	Nomfundo Walaza	Dr	TCSVt services
10	Chris Spies	Mr	Dynamic Stability Pty
11	Shannon Ebrahim	Ms	Independent Newspapers
12	Judith February	Ms	Institute for Security Studies
13	Howard Varney	Mr	Advocate
14	Piers Pigou	Mr	International Crisis Group
15	Frances Lovemore	Dr	Amani Trust
16	Schalk van Heerden	Mr	Youth Zones
17	Patience Zonde	Ms	Dennis Hurley Peace Institute
18	Koogan Pillay	Mr	Wits School of Governance
19	Olmo von Meijenfeldt	Mr	Democracy Works
20	Prince Mashele	Mr	Centre for Politics and Research
22	Nick Binedell	Dr	GIBS Business School
23	Venetia Govender	Ms	Local Consultants
24	Coetzee Bester	Dr	Pamodzi Consultants
25	Tony Reeler	Mr	Research and Advocacy (RAU)
26	Albie Sachs	Mr	Judge retired
27	MaLlele PeTje'	Mr	Reimagine Pty
28	Drikus Kriek	Prof	Wits Business School

No	Name	Title	Organisation
1	Mohammed Bhabha	Mr	Development Bank of Southern Africa
2	Roelf Meyer	Mr	Roeta Pty
3	Ivor Jenkins	Dr	Petprops Consultants Pty
4	Ebrahim Ebrahim	Mr	National Parliament

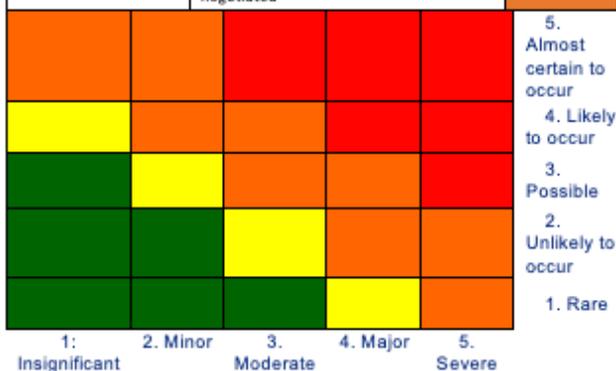


IN TRANSFORMATION
INITIATIVE

Postal address: PO Box 40898, Arcadia, 0007, RSA
Office Address: 26 Duiker Crescent, Pretoria, 0054, RSA
Tel: +27 (0)12 809 3100 Fax: +27 (0)86 275 2754
Email: ivor@intransformation.org.za
Website: www.intransformation.org.za

NPC Registration no: 2013/062520/08
VAT No: 4100263625
NPO no: 930043932
Directors: Roelf Meyer, Mohammed Bhabha, Ivor Jenkins,
Patience Zonge-Hwenha & Ibrahim Ebrahim

Risk Area	Potential Risk	Likelihood	Impact	Rating	Mitigating Strategies
Contextual	Continued violence that will derail efforts towards bringing more durable stability in the country.	4	5	High	ITI to leverage on existing relationships it has with key political stakeholders that can support in exerting required influence to key stakeholders in all target countries. ITI to ensure the building of synergies with other key initiatives supporting peace process in target countries to ensure concerted effort towards supporting the various parties to the impasse to cooperate.
Contextual	Perceptions of external interference or of SA imposing itself on peace processes in various countries.	3	5	high	ITI to ensure it aligns its support to the country priorities and recognized peace frameworks for target countries and will work through the various Ministries under an agreement of cooperation. ITI to ensure to maintain good rapport with stakeholders and ensure transparency in its work.
Financial	Escalation of project related costs over project duration due to high risk environments that may impact on cost of services in the target country	3	3	Medium	Budget to ensure appropriate projections taking into consideration the identified risk.
Reputational Risk	Limited financial oversight mechanisms within ITI that may result in misappropriation of funds.	2	5	Medium	ITI to develop more robust financial mechanisms that will deter the possibility of misappropriation of funds. These measures like spot checks, clear lines of reporting and accountability will be in cooperated in the organization's financial management guidelines.
Fiduciary Risk	ITI does not abide by financial management and reporting guidelines set out in requirements of Norwegian grant.	2	4	Medium	ITI to strictly ensure that financial guidelines are communicated and well understood by accounting firm and to synchronize reporting at the various levels of accounting and reporting.
Performance	Conflict dynamics expand and exert pressure on programming requirements hence exceeding capacity of project to deliver with available resources	3	4	Medium	Constant monitoring of conflict environments to aid being alert and adept for the need for any adjustments as required. Maintain strong and regular communications with partners, including funding and key national stakeholders in all the target countries
Performance	Failure of ITI to deliver on project commitments on time and within budget due to limited capacity and taking on too many countries.	2	4	medium	Ensure streamlining of countries of choice in accordance to existing capacity and resources, the appropriate phasing of activities, and maintain emphasis of quality of delivery against project activities, rather than quantity of activities delivered. Regularly communicate project progress and achievements to funding partner to ensure expectations of the project are
Human Rights	ITI brokered peace initiatives may inadvertently be skewed in favour of certain groups more than others leading to the alienation and discrimination of the less powerful groups to the conflict	3	4	medium	ITI to adopt a conflict sensitivity approach that employs a "Do no Harm" approach across the variety of society groups impacted by the conflict and consider redesign of project elements where the influence disadvantages certain groups
Negative impact on women's rights and gender equality]	Non-involvement or disregard by country partners of women as critical players in peace building initiatives facilitated by ITI	4	4	Medium	ITI to adopt gender policy that ensures the representation of women in processes it brokers are emphasized especially to its country partners
Negative impact on women's rights and gender equality]	ITI does not recruit a critical enough number of women peacebuilders as part of their team of associates and consultants	3	4	Medium	ITI to adopt and religiously use a gender policy that ensures that the organization employs a 30 percent provision for women as associates and consultants.
Negative impact on climate/environment]	An oversight by ITI to consider as critical and to failure to respond to the environmental and natural resource imperative fuelling conflicts complicating the task of fostering peace and even contributing to conflict relapse especially in resource rich countries like DRC and CAR.	3	4	Medium	ITI to include natural resources and environmental issues into integrated peacebuilding strategies that ITI must employ for contexts where these have a strong bearing.
Negative impact on anti-corruption]	ITI staff and consultants entering into personal deals for financial gain with parties to the conflicts to influence trajectory of the peace deals being negotiated	2	4	Medium	ITI has put in place an anti-corruption policy which compels for monitoring to be done occasionally and has laid out the sanctions for such behavior.



1. Transparency & Accountability- Associate Agreement:

Thank you for agreeing to become an Associate of *In Transformation Initiative*, a Not for Profit Company. Our relationship will now be made public and advertised on our website. This letter also serves as a Memorandum of Understanding, so please return a signed copy.

2. Organisational Overview

The *In Transformation Initiative* aims to promote the principles of the South African peace making model in different conflict situations and in on-going transformation challenges within South Africa, Africa and around the World

The approach of the "*In Transformation Initiative*" is premised on the philosophy that any solution to differences or even conflict must be designed, must evolve, and must be developed and settled domestically; solutions cannot be prescribed from external actors. This philosophy ensures ownership and sustainability. The approach to any situation is made in this spirit and involves the application of the principles and processes that contributed to the eventual peaceful transition in South Africa. With the passing of more than twenty years since the inception of the negotiating process in South Africa, the entire experience serves as a useful reference point. There is now a reference point to consider and evaluate some of the constructive measures that were taken and many of the errors that were made which had and continues to have an effect on the efficacy and sustainability of the decisions that were made at the time.

The concepts of Trust, Inclusiveness and Ownership are the three pillars on which the South African process was based. This is the fundamental message that underpins the approach of the "*In Transformation Initiative*" and is applied, promoted and shared with all the societies for which it is called upon to render assistance.

3. Associates Network

In support of ITI's vision and capacity is a multi-disciplinary network of experienced professionals.

Members of the network are recognised experts in their chosen field. ITI seeks associates with local and regional standing, whose reputations and interests merge with the Organisation's vision, and who will both complement and augment our standing and professional capacity.

As well as providing strategic assistance on particular assignments, the Organisation expects its Associates to promote the services of ITI, at all times, where appropriate.

We thus strive towards establishing a win-win relationship; where we can call upon our associates for particular projects and where associates can bring opportunities to ITI that will equally benefit them.

4. Role of an Associate

Members of our Associates Network work in conjunction with ITI's directors, bolstering the Organisation's visibility, networks and access to project and resource opportunities. They will take initiative to work towards bringing work and opportunities to ITI. Members are specifically expected to:

Be available to assist ITI with the implementation of development projects within the above programmatic vision;

Identify opportunities that fall within the programmatic vision of ITI and bring work that can then be implemented collaboratively;

Make use of the distribution platforms to publish articles, papers and opinion pieces;

Identify funding opportunities for ITI from government agencies, foundations, philanthropists and corporate bodies to support the development of the organisation in general and, more specifically, to support ITI's four objectives:

To share the experiences of the South African peace process with role players in other areas of conflict around the world;

To assist and support peace making processes by drawing from the South African experience;
To provide opportunities for groups and individuals from conflict areas to visit South Africa and engage with South Africans directly involved with the peace and transformation processes in our country;

To continue to promote dialogue within South Africa amongst citizens, citizens and government and any other sectors where a “disconnect” has occurred in relationship and where conflict and violence occurs or might become an option.

Associates are expected to make use of ITI as a preferred partner for publications and the co-implementation of projects. We will strive to remunerate associates if and where possible for work done.

5. Communication

In addition to regular interpersonal contact, ITI shall update its Associates on a bi-annual basis through a group-specific mailing.

6. Opportunities for You

Individual members shall be approached with specific requests to join projects or for assignments when the opportunity arises. We shall pro-actively seek out projects that you can work on. The same will be expected from you, to bring opportunities that are “host-less” to ITI, in which you can be actively involved.

ITI would then also like to become a platform that promotes your work, enhances your visibility as a professional and thus strengthens your career. ITI’s growing international networks will contribute to this.

7. Remuneration & Engagement

Engagements are made on an ad-hoc project basis. This letter of appointment does not commit the Associate or the Company to any minimum or maximum monthly annual usage.

‘Terms of Reference’ or a contract will be agreed in advance of each project engagement. Remuneration is to be agreed on a project basis, and the Associate will be paid at a daily / hourly rate, to be agreed in advance and in line with the set ITI rates.

The Organisation has a policy of making referral payments to Associate members who can be shown to have been responsible for securing business for the Organisation that would not otherwise have been forthcoming. The amount of the referral fee is negotiable, based on the value of the project. A referral fee may however mean that you are not working on the implementation of the project.

The Associates shall provide us with an updated CV and Bio profiles and commit themselves to maintaining these, while mentioning the relationship with ITI.

Please ensure that all potential conflicts of interest are disclosed timeously and discussed with ITI management.

8. Status

The relationship of Associate to the Company will be that of an independent contractor, within the meaning of the South African Labour Relations Act (No.66 of 1995).

COMMITMENT AND UNDERTAKING TO THE INDEPENDENT CODE OF GOVERNANCE FOR NON-PROFIT ORGANISATIONS IN SOUTH AFRICA



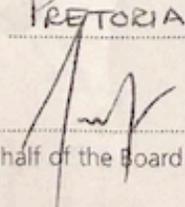
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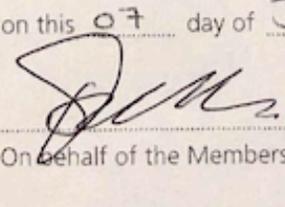
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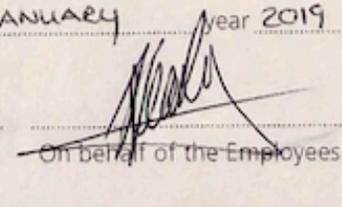
HEREBY COMMITS ITSELF TO COMPLY WITH AND GIVE FULL EFFECT TO THE PRINCIPLES, VALUES AND GUIDELINES WHICH CONSTITUTE THE INDEPENDENT CODE OF GOVERNANCE FOR NPOS IN SOUTH AFRICA, IN ACCORDANCE WITH ITS INTENT AND PURPOSE, INCLUDING THE UNDERMENTIONED ISSUES:

1. An NPO exists to promote a public benefit purpose, and shall serve the public interest with fidelity, altruism, goodwill and integrity.
2. The capacity and resources of the organisation shall be applied exclusively for the advancement and implementation of its public benefit purpose.
3. The Board accepts primary responsibility to ensure adherence to the core values and principles of good governance set out in the Code, to exercise effective leadership, and to ensure the organisation's legal and fiscal compliance.
4. The organisation and its office bearers commit themselves to the operational principle of transparency and accountability to donors, beneficiaries and the general public.
5. All Board members and others involved with the organisation undertake to observe utmost good faith, specifically avoiding improper self-benefit or conflicts of interest.
6. The organisation shall at all times conduct its affairs in accordance with the principles of equality and non-discrimination, and shall treat all persons with dignity and respect.
7. The organisation shall deal fairly with its employees and volunteers, including provision for reasonable remuneration or reimbursement of out-of-pocket expenses; and it shall observe best practice principles in its staff policies, and in its overall management of human relations.
8. The organisation shall respect the fundamental rights entrenched in the South African Constitution, including those which relate to equality; non-discrimination; just administrative action; human dignity; and freedom of association.
9. The organisation shall at all times act with fairness, impartiality, and without fear, favour, or prejudice, in the best interests of its beneficiaries, specifically avoiding nepotism and self-benefit.
10. The organisation shall conform to the governance provisions of its constituting documents, and ensure due compliance with all legal, fiscal and other statutory and regulatory duties prescribed by law from time to time.

Signed at PRETORIA on this 07 day of JANUARY year 2019


On behalf of the Board


On behalf of the Members


On behalf of the Employees

PLEASE NOTE THAT THIS VOLUNTARY CODE IS NOT INTENDED AS LEGAL ADVICE. ORGANISATIONS SHOULD WHERE NECESSARY SEEK PROFESSIONAL LEGAL AND FINANCIAL ADVICE ON MATTERS INVOLVING LEGAL AND FISCAL COMPLIANCE.