

REVISED CONSTITUTION

of the

VOLUNTARY ASSOCIATION

known as

THE LITERACY ASSOCIATION OF SOUTH AFRICA

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1. INTRODUCTION

- 1.1 In about 2003 the Reading Association of South Africa (“the Association”) was established as a voluntary association. In September 2014 the Association adopted a revised constitution (“the 2014 Constitution”).
- 1.2 It has become necessary for a number of reasons (including those set out below), to adopt a revised constitution for the Association.
 - 1.2.1 The Association has decided to change its name to “*The Literacy Association of South Africa*”.
 - 1.2.2 The governance structures of the Association, and the procedures and practices for its administration, require to be simplified in order to enable the Association to operate more efficiently, so as to achieve its Objects more effectively.
 - 1.2.3 Various provisions of sections 30 and 18A of the Income Tax Act must be included in the Association’s constitution to facilitate its approval as a public benefit organisation (“PBO”) in terms of section 30 of that Act, which approval brings with it a number of tax exemptions and privileges.
- 1.3 Clause 17 of the 2014 Constitution permits a majority of at least two-thirds ($\frac{2}{3}$) of the Members of the Association present at an annual general meeting or a special general meeting of which at least twenty-one (21) days’ notice has been given, to adopt a resolution for the amendment of that Constitution.

- 1.4 The Chairperson of the Association, by her signature to this revised constitution, certifies that, on **7 OCTOBER 2018**, the requisite majority of Members of the Association present at a duly convened and quorate general meeting of the Association, adopted a resolution to replace the whole of the 2014 Constitution with this new revised constitution.

2. **THE ASSOCIATION**

- 2.1 The voluntary association, or *universitas personarum*, originally established under the name of :

THE READING ASSOCIATION OF SOUTH AFRICA

will continue to exist and will from now on pursue the Objects and conduct its affairs in accordance with the provisions set out in this revised constitution, under the name of :

THE LITERACY ASSOCIATION OF SOUTH AFRICA

- 2.2 The Association will continue for an indefinite period, subject to the right of the Members to terminate it in the manner set out below.

3. **DEFINITIONS AND INTERPRETATION**

Definitions of certain words and phrases used in this revised constitution, and provisions relating to its interpretation, are set out in Schedule One.

4. OBJECTS OF THE ASSOCIATION

4.1 The Principal Object

The principal object of the Association is to promote literacy throughout the Republic of South Africa. Without in any way limiting the general nature of this principal object, it will include :

- 4.1.1 Conducting workshops and training programmes and other training interventions for teachers, trainers and educators, to better equip them to assist illiterate or barely literate people from poor and needy communities to read and write more fluently.
- 4.1.2 Lobbying the government of the Republic to prioritise literacy.
- 4.1.3 Conducting research into illiteracy, and the promotion of literacy, and publishing the results of that research.
- 4.1.4 Collaborating with other organisations, including government departments and state bodies, committed to the promotion of literacy.

4.2 The Secondary Object

- 4.2.1 The secondary object of the Association is to carry out or participate in for-profit business undertakings or trading activities ("Commercial Activities").
- 4.2.2 The secondary object of the Association must not supersede or take precedence over its principal object.

4.2.3 All the net profits from the Association's Commercial Activities must be used only to fund the costs associated with the carrying out of the Association's principal object.

4.2.4 In this revised constitution, the principal and secondary objects of the Association will be referred to collectively as "the Objects".

5. **ASSOCIATION FUNDS**

5.1 The Association Funds are all the assets under administration by the Board as at the date of adoption of this revised constitution.

5.2 The Association Funds may be increased by:

5.2.1 Capital accruals and accrued and undistributed income; and

5.2.2 All further amounts or assets (including movable and immovable property) which from time to time become payable or transferable to the Association by way of donation, or in any other lawful way.

6. **ASSOCIATION POWERS**

6.1 In order to achieve the Objects of the Association, the Board is hereby vested with a complete and unfettered discretion as to the manner in which it deals with, uses and applies the assets which make up the Association Funds, subject to the limitations implicit in the Objects and subject to the provisions of this revised constitution.

6.2 Therefore, the Board will have all those powers that it requires to administer the Association Funds and to pursue and achieve the Objects of the Association. Without limiting their general nature, the Board will have the following powers :

6.2.1 The general investment and administrative powers set out in Schedule Two.

6.2.2 The following special powers, which the Board may exercise in any manner it believes is appropriate, in its sole and absolute discretion :

6.2.2.1 To establish separate parts of the Association Funds (and separate branches or divisions of the Association), with distinct objects and purposes, in implementation of the terms of this revised constitution; and if deemed appropriate for administrative, fiscal or other reasons, to keep separate books and banking accounts, and to account separately in respect of each discrete branch or division of the Association, or part of the Association Funds.

6.2.2.2 Subject to the provisions of clause 18, to determine whether the name of the Association should be changed, and whether its Objects should be amplified, and whether the provisions of this revised constitution should be otherwise amended.

6.2.2.3 To amalgamate with any other voluntary association, Association or non-profit company having objects the same as or similar to the Objects of the Association; and in implementation of such amalgamation :

6.2.2.3.1 To acquire by donation, purchase or otherwise, all or any part of the property, assets, liabilities and commitments of the other body; and/or

6.2.2.3.2 To transfer all or any of the property, assets, liabilities and commitments of the Association to the other body.

6.2.2.4 The Association will be entitled to pay any amount of the Association Funds to another similar voluntary association, non-profit trust or non-profit company on condition that the recipient undertakes to use those Funds in accordance with the Objects of the Association, and in a manner approved of by the Board.

6.2.3 The power generally to do all things which are incidental or conducive to achieving the Objects of the Association.

7. ASSOCIATION POWERS : LIMITATIONS : PBO COMPLIANCE PROVISIONS

If and for as long as the Association is approved as a PBO, the powers of the Board and the Association will be limited in the manner stipulated in the Compliance Provisions set out in Schedule Two, which Compliance Provisions will override any provision of this revised constitution which is inconsistent with or contradicts them.

8. NPO REGISTRATION

For as long as the Association remains registered as a nonprofit organisation under the Nonprofit Organisations Act (“the NPOA”) :

- 8.1 The Association must comply with Section 12 of the NPOA.
- 8.2 Any amendment to this revised constitution, immediately it is effected in terms of clause 18, must be notified to the Director for Nonprofit Organisations in the manner contemplated in section 19(2) of the NPOA.
- 8.3 Any net assets remaining on the dissolution or winding-up of the Association must be transferred to a body which qualifies as a nonprofit organisation under the NPOA.

9. THE MEMBERS

- 9.1 Members of the Association may be natural or juristic persons.
- 9.2 The Members as at the date of adoption of this revised constitution are those people whose names appear on Schedule Three to this Constitution.
- 9.3 Further Members may be admitted from time to time at the sole discretion of the Board, subject to due compliance with any application formalities and conditions of membership (including payment of any membership fees) which the Board may stipulate from time to time.
- 9.4 There must at all times be at least five (5) Members of the Association. If the number of Members falls below that minimum for any reason, the Board must, by way of an ordinary resolution, co-opt

and admit sufficient people of their choice as Members, to bring the number to the required minimum.

9.5 The Board may at any time, in its entire discretion, cancel the Membership of any Member. In order to avoid doubt, it is confirmed that :

9.5.1 The Board will not be required to give reasons for, or to justify, any decision regarding the granting, refusal or cancellation of Membership.

9.5.2 The Board will not be required, prior to adopting any resolution for the cancellation of Membership, to afford a hearing to any person.

10. **LOSS OF MEMBERSHIP**

A Member will lose such status if that Member :

10.1 Resigns in writing.

10.2 Is provisionally or finally sequestrated or liquidated; or is placed under an administration order; or is made subject to business rescue proceedings.

10.3 Would be disqualified, in terms of the Companies Act or the Trust Property Control Act, from acting as the director of a company, or as a trustee.

10.4 Is removed as a Member in terms of a resolution passed in accordance with clause 9.5 above.

11. REGISTER OF MEMBERS

The Board must establish and maintain a register of Members of the Association which must contain at least the following information :

- 11.1 The full names of each Member.
- 11.2 The email address and cellphone number of every Member.
- 11.3 Each Member's date of appointment and, if applicable, the date of termination of Membership.

12. RIGHTS OF MEMBERSHIP

- 12.1 Members are entitled to attend, speak and vote at general meetings of Members.
- 12.2 Members are entitled to consider and vote on proposed signed resolutions of Members.
- 12.3 Each Member is entitled to one (1) vote on any matter falling for decision by a general meeting of Members.
- 12.4 Members are entitled to participate in the deliberations of a general meeting of Members as it decides what recommendations and advice it will give to the Board, by way of assisting the Board in performing its functions.

- 12.5 Every Member will be entitled to a copy of the Association's annual financial statements, and to copies of all reports issued from time to time by the Board.
- 12.6 Any Member will be entitled, at any reasonable time, and from time to time, to inspect and make copies of any of the Association's records.

13. OBLIGATIONS OF MEMBERS

- 13.1 With the prior approval of a general meeting of Members, the Board may from time to time impose a Membership fee or similar charge to assist the Association in covering its operational costs and financial commitments.
- 13.2 In imposing any Membership fee or similar charge, the Board may differentiate between different categories of Members.
- 13.3 If a Member fails to make timeous payment of any Membership fee or similar charge which may be levied by the Board, the Board will be entitled, in its absolute discretion, to remove that Member in the manner contemplated in clause 9.5.
- 13.4 Members must exercise their rights and perform their obligations under this revised constitution in good faith, and must not use their Membership for private gain or to benefit others improperly.
- 13.5 Members must refrain from any conduct which might compromise the reputation, good name, independence, impartiality or effectiveness of the Association.

14. **MEMBER CONTRACTING WITH THE ASSOCIATION**

A Member will be entitled to contract directly or indirectly with the Association, or to have an indirect or direct personal financial interest in any contract which the Association may conclude, on condition that :

- 14.1 The Member declares that interest in the relevant contract in writing to the Board; and
- 14.2 The Member does not participate in any proceedings of the Board or a general meeting of Members during which the relevant contract is discussed or voted on; and
- 14.3 The conclusion of that contract is subject to the same procedures and criteria as any other similar contract concluded by the Association.

15. **THE BOARD**

- 15.1 All the Executive powers of the Association will vest in the Board, which will be entitled to act on behalf of the Association in all matters.
- 15.2 The Board will comprise a minimum of three (3) members and a maximum of twelve (12) members, of whom one (1) must be chosen by ordinary resolution of the Board as its chairperson.
 - 15.2.1 The chairperson will continue to hold office until he/she is removed by ordinary resolution of the Board, or until he/she resigns.

- 15.2.2 The chairperson of the Board will function also as the chairperson of every general meeting of Members.
- 15.3 Other office bearers of the Board may be appointed from time to time by the Board as it considers necessary.
- 15.4 The members of the Board as at the date of adoption of this revised constitution, are recorded in Schedule Four.
- 15.5 Every member of the Board must be a Member of the Association.
- 15.6 The members of every Board are elected by the Members in general meeting, in the manner stipulated below.
- 15.7 At the first annual general meeting ("AGM") of the Members which is convened after the date of adoption of this revised constitution, the Members must elect a new Board.
- 15.8 The members of an outgoing Board will be eligible for re-election to any subsequent Board.
- 15.9 The members of the new Board elected at the AGM referred to in clause 15.7 above will hold office until the second-occurring AGM after that AGM, at which a new Board will be elected; the intention being that a new Board be elected at every second (2nd) AGM, at two (2)-year intervals.
- 15.10 If the number of members of a Board falls below the minimum stipulated in clause 15.2 above (for whatever reason), the Members must elect sufficient replacement members as soon as possible.

- 15.11 A Board will not be properly constituted, and will not be entitled to act in any way whatsoever, while it is made up of less than the stipulated minimum number of duly elected members.
- 15.12 Even if there are already in office the minimum number of members of the Board, the Members in general meeting may, during the period of office of any Board, and subject only to the maximum number of members prescribed in clause 15.2, elect additional members to the Board in their absolute discretion.
- 15.13 Every election of Board Members by a general meeting of Members will be by way of an ordinary resolution.
- 15.14 A general meeting of Members will be entitled, in its absolute discretion, by way of a special resolution, to remove any member of a Board from office.

16. **LOSS OF OFFICE : BOARD**

A member of the Board will lose that office automatically and immediately :

- 16.1 If the member becomes prohibited, or disqualified, by virtue of any provision of any law, from holding office as a trustee or a director.
- 16.2 If the member dies.
- 16.3 If the member resigns by notice in writing to the Association.
- 16.4 If the member is removed by the Members, as contemplated in clause 15.14.

- 16.5 If the member is provisionally or finally sequestrated, or placed under an administration order.

17. RECORDS OF THE ASSOCIATION

The Board must ensure that the Association maintains the following records :

- 17.1 A copy of this revised constitution, and any amendments to it.
- 17.2 A register of Members, as contemplated in clause 11.
- 17.3 Copies of all :
- Annual financial statements of the Association.
 - Accounting records of the Association.
- 17.4 Minutes of all meetings and resolutions of the Board and any general meeting of Members.
- 17.5 A record of its registered auditors (if any).

18. STANDARD OF CONDUCT : MEMBERS OF THE BOARD

- 18.1 A member of the Board must not use that membership, or any information obtained in the capacity of member :
- 18.1.1 To gain an advantage for any person other than the Association; or
- 18.1.2 To knowingly cause harm to the Association.

18.2 A member must, while serving on the Board, exercise the relevant powers and perform the relevant functions of member :

18.2.1 In good faith and for a proper purpose; and

18.2.2 In the best interests of the Association; and

18.2.3 With the degree of care, skill and diligence that may reasonably be expected of a person :

- Carrying out the same functions in relation to the Association as those carried out by that member; and
- Having the general knowledge, skill and experience of that member.

19. **DECISIONS OF THE BOARD**

19.1 The members of the Board may take decisions :

19.1.1 At a Board meeting; or

19.1.2 By way of a signed resolution.

19.2 **Board Meetings**

19.2.1 Meetings of the Board are convened by the chairperson.

19.2.2 The chairperson may convene a Board meeting at any time, on at least seven (7) days' notice to all the members.

- 19.2.3 The chairperson must convene a Board meeting if requested to do so in writing by any member.
- 19.2.4 If the chairperson fails to act on a written request to convene a Board meeting within seven (7) days after receiving that request, the member requesting that meeting may convene it.
- 19.2.5 The quorum necessary for the transaction of any business at a Board meeting is a majority of its members.
- 19.2.6 Each member present or represented at a Board meeting will be entitled to exercise one (1) vote on any matter put to the vote.
- 19.2.7 A member may appoint any other member as proxy at a Board meeting, subject to compliance with any procedures and formalities which may be stipulated by the Board from time to time.
- 19.2.8 The members must make every reasonable effort to reach consensus on all matters arising for decision at any Board meeting. If consensus cannot be reached on any matter, a proposal will be deemed to have been passed if supported by an ordinary resolution of the members (except in those cases where this revised constitution requires a special resolution).
- 19.2.9 The chairperson will be entitled to preside over all Board meetings. If the chairperson is not present or willing to act within fifteen (15) minutes after the time set for the start of any Board meeting, the members present must choose one of their number to chair the meeting.

19.2.10 In the case of a tied vote at a Board meeting :

19.2.10.1 The chairperson will **NOT** have a casting or deciding vote; and

19.2.10.2 The matter being voted on will fail.

19.2.11 A resolution put to a vote at a Board meeting may be voted on by a show of hands or by secret ballot, as decided by the chairperson.

19.2.12 The Board will be entitled to invite any people of its choice to attend Board meetings as observers, and to speak (but not vote) at those meetings.

19.3 **Electronic Participation in Board Meetings**

19.3.1 The Board will be entitled to permit any member to participate in Board meetings by electronic communication.

19.3.2 Any electronic communication facility which may be employed for a Board meeting must enable all members using that facility to participate in that meeting :

- To communicate concurrently with each other without an intermediary; and
- To participate effectively in the meeting.

19.4 **Signed Resolutions**

19.4.1 A resolution signed or assented to by the requisite number of members in the manner referred to below will be as valid and

effectual as if it had been passed at a duly convened and quorate Board meeting.

19.4.2 The resolution must be :

19.4.2.1 In writing;

19.4.2.2 Circulated to all the members, either in printed or electronic form; and

19.4.2.3 Signed or assented to by the required number of members in any of the following ways :

- Signed in hand on the original printed resolution;
- Signed in hand on a copy of the original printed resolution;
- Signed in hand on a copy of the original printed resolution which is then transmitted by electronic communication;
- Signed with an electronic signature; or
- Assented to in writing by way of electronic communication.

19.5 **Inadvertent Failure to Give Notice**

If a mistake is made, and a member is inadvertently not given notice of a Board meeting, or if a resolution is inadvertently not circulated to a member in the prescribed way, this will not affect the validity of any decision taken by the Board at any such meeting or by way of any such signed resolution.

19.6 **Minutes of Board Meetings**

The Board must keep minutes of the meetings of the Board, and any of its committees, and must include in the minutes every resolution adopted by the Board.

19.7 **Committees and Delegation**

The Board may delegate any of its powers or assign any of its duties to individual members, committees comprising members and others, or to any agent or employee of the Association, as the Board chooses; on condition that :

- The Board must take reasonable steps to ensure that any such person or committee, in exercising the relevant powers or carrying out the relevant duties, conforms to any rules, restrictions or procedures which may be imposed by the Board from time to time; and
- The Board will not be divested of any power or duty by virtue of its delegation or assignment to any person; and
- The Board will be entitled, in its absolute discretion, to vary or set aside any decision made under any delegation or in terms of any assignment, or to revoke or amend the terms of any delegation or assignment.

20. GENERAL MEETINGS OF MEMBERS

20.1 Annual General Meetings

20.1.1 An annual general meeting ("AGM") of the Members must be held in every calendar year.

20.1.2 The business of each AGM must include :

- The presentation and adoption of the annual report of the Board.
- The consideration of the annual financial statements of the Association.
- The consideration of a budget for the following year or years.
- The election at two (2) year intervals, or as and when required, of people to serve as members of the Board.
- The appointment of auditors for the Association (if it is deemed necessary to appoint auditors).
- Any other matters considered appropriate by the AGM.

20.2 Other General Meetings

20.2.1 Other general meetings of the Members may be convened from time to time by :

20.2.1.1 The Board; or

20.2.1.2 The chairperson; or

20.2.1.3 At least twenty (20) percent of the Members.

20.3 Notice of General Meetings of the Members

20.3.1 At least twenty-one (21) days' prior written notice of an AGM must be addressed to all Members.

20.3.2 Other general meetings of the Members must be convened on not less than fourteen (14) days' written notice to the Members.

20.3.3 The notice of an AGM or other general meeting must state in broad terms the business to be dealt with at that meeting.

20.4 Quorum

The quorum necessary for an AGM or general meeting of the Advisory Council will be at least twenty (20) percent of the Members of the Association present or represented at the meeting.

20.5 Decisions at General Meetings of the Members

20.5.1 Decisions at AGMs and general meetings of the Members will be taken in the manner set out in clause 19 above, with the changes required by the context.

20.5.2 Except where this revised constitution stipulates that a special resolution of the Members is required, all decisions of the Members will be taken by ordinary resolution.

21. **NOTICES**

21.1 A notice may be given by the Association to any Member :

21.1.1 By giving it to the Member personally; or

21.1.2 By sending it by electronic communication to any electronic address or fax number supplied by the Member for this purpose.

21.2 Any notice sent by electronic communication will be deemed to have been received on the next business day after the proven date of despatch.

22. **BANKING AND INVESTMENT OF FUNDS**

22.1 The Board must ensure that all money received by the Association is deposited in one or more bank accounts in the name of the Association with a bank established under the Banks Act, No. 94 of 1990.

22.2 The Board must, from time to time, determine, by way of ordinary resolution :

- Who will have authority to operate the bank accounts of the Association, sign cheques and other financial instruments and contracts on behalf of the Association, and otherwise disburse the Association's funds and incur commitments on behalf of the Association; and

- The procedures to be followed in this regard;

on condition that every cheque and other financial transaction of the Association (including electronic financial transactions), and every contract or agreement in the name of the Association, must be signed or authorised in writing by at least two (2) people duly authorised by the Board.

23. **ACCOUNTING RECORDS**

the Association must keep accurate and complete accounting records, in one of the official languages of the Republic, in compliance with generally accepted accounting practice.

24. **FINANCIAL STATEMENTS**

Any financial statements prepared by the Association (including any annual financial statements) must :

- 24.1 Present fairly the state of affairs and business of the Association, and explain the transactions and financial position of the business of the Association.
- 24.2 Show the Association's assets and liabilities, as well as its income and expenses.
- 24.3 Set out the date on which the statements were published, and the accounting period to which the statements apply.

25. ANNUAL FINANCIAL STATEMENTS

- 25.1 The Association must prepare annual financial statements within four (4) months after the end of its financial year, and must furnish a copy of those statements to every Member.
- 25.2 If the Board so decides in its absolute discretion, it may cause the annual financial statements of the Association to be audited in the customary manner by a registered auditor, or to independently reviewed.
- 25.3 The annual financial statements of the Association must :
- 25.3.1 Include a report by the chairperson with respect to the state of affairs, the business and profit or loss of the Association.
 - 25.3.2 Be approved by the Board and signed by the chairperson on behalf of the Board.

26. INDEMNITIES

- 26.1 Subject to the provisions of any applicable statute, every Member and office bearer of the Association will be indemnified out of the funds of the Association against :
- 26.1.1 All costs, expenses and liabilities properly incurred by the Member or office bearer with the authority of the Association, and in the course of the Association's business; and
 - 26.1.2 Any and all liability contemplated in clause 26.2, but subject to the provisions of clause 26.3.

26.2 No Member or office bearer of the Association will be liable for the acts, receipts, omissions or defaults of any other Member or office bearer; or for joining in any receipt or other act for conformity; or for

26.2.1 Any loss or expense incurred by the Association as a result of the insufficiency or deficiency of any security on which any of the funds of the Association are invested;

26.2.2 Any loss or damage arising from the liquidation, sequestration, insolvency or delictual act of any person with whom any funds or securities are deposited;

26.2.3 Any loss or damage caused by any error of judgment or oversight on the part of the Member or office bearer; or

26.2.4 Any other loss, damage or misfortune which happens in the exercise of his/her functions as Member or office bearer.

26.3 Nothing contained in this clause 26 serves to indemnify a Member in respect of :

26.3.1 Any liability arising from wilful misconduct or wilful breach of trust on the part of the Member, or a failure to exercise the degree of care reasonably expected of a person in the position of the Member or office bearer.

26.3.2 Any fine imposed on a Member or office bearer as a consequence of having been convicted of an offence.

27. **DISCRETION OF MEMBERS AND THE BOARD**

Where discretions are given to the Members or the Board in terms of this revised constitution, those discretions, except where expressly limited or qualified, will be complete and absolute, and no person affected by any decision made by the Members or the Board in good faith pursuant to their discretionary powers will be entitled to challenge that decision.

28. LEGAL STATUS, CONTRACTS AND LEGAL ACTION

The Association will be a corporate body characterised by perpetual legal succession. As such, the Association :

- 28.1 Will have an identity and existence distinct from its Members or office-bearers;
- 28.2 Will continue to exist notwithstanding changes in the composition of its Membership or office-bearers;
- 28.3 May own property and enter into contracts in its own name; and
- 28.4 May sue or be sued in its own name.

29. AREA OF OPERATIONS

- 29.1 Subject to the Compliance Provisions, the Association may conduct its activities anywhere in the world.
- 29.2 The Association will be entitled to collect contributions throughout the Republic and elsewhere.

30. AMENDMENTS TO CONSTITUTION AND DISSOLUTION

The provisions of this revised constitution may be amended, the name of the Association may be changed and the Association may be dissolved by way of a special resolution of the Members.

31. **FINANCIAL YEAR**

The financial year of the Association will end on 31 December.

SIGNED BY THE CHAIRPERSON OF THE ASSOCIATION AT **PORT ELIZABETH**
ON THIS 7th DAY OF **OCTOBER 2018**.

BY HER SIGNATURE THE CHAIRPERSON CERTIFIES THAT THIS REVISED
CONSTITUTION WAS DULY ADOPTED BY THE MEMBERS ON THE 7th DAY OF
OCTOBER 2018.



IN HER CAPACITY AS CHAIRPERSON OF THE ASSOCIATION

* * * * *

SCHEDULE ONE

DEFINITIONS OF WORDS AND PHRASES

In this revised constitution, unless the context clearly indicates otherwise :

1. "AGM" means an annual general meeting of the Members described in clause 20.1.

2. "the Association" means the voluntary association described in clause 1.1.

3. "audit" means the examination, in accordance with prescribed or applicable auditing standard, of :
 - Financial statements, with the object of expressing an opinion as to their fairness or compliance with an identified financial reporting framework and any applicable statutory requirements; or

 - Financial or other information, prepared in accordance with suitable criteria, with the objective of expressing an opinion on that information.

4. "the Board" means the executive body of the Association described in clause 15.
5. "business day" means any day except a Saturday, Sunday or South African public holiday.
6. "the Commissioner" means the Commissioner for the South African Revenue Service.
7. "Compliance Provisions" means the provisions referred to in clause 7, and recorded in Schedule Two.
8. "electronic communication" bears the same meaning as defined in section 1 of the Electronic Communications and Transactions Act, no. 25 of 2002.
9. "the Income Tax Act" means the Income Tax Act, no. 58 of 1962.
10. "Member" means a natural or juristic person admitted to Membership of the Association in terms of clause 9.
11. "month" means a calendar month.
12. "the Ninth Schedule" means the Ninth Schedule to the Income Tax Act.
13. "Objects" means the objects of the Association, as recorded in clause 4.

14. "the 2014 constitution" means the constitution referred to in clause 1.1.
15. "ordinary resolution of the Board" means a resolution adopted by a simple majority of the members present at a duly convened and quorate Board meeting, or a written resolution signed or assented to by a simple majority of the members of the Board.
16. "ordinary resolution of the Members" means a resolution adopted by a simple majority of the Members present at a duly convened and quorate general meeting, or a written resolution signed or assented to by at least ten (10) percent of the Members.
17. "PBO" means a public benefit organisation approved by the Commissioner in terms of section 30 of the Income Tax Act.
18. "personal interest of a Member" includes an interest held by a relative of the Member (as defined in the Income Tax Act) or a connected person in relation to that Member (as defined in the same Act).
19. "Public Benefit Activities" means the following activities :

- public benefit activities as defined in section 30(1) of the Income Tax Act, which activities include those listed in Part I of the Ninth Schedule.
 - 18A Activities.
20. “registered auditor” means an individual or firm who/which has been registered as an auditor in terms of section 37 or 38 of the Auditing Profession Act, no. 26 of 2005.
21. “the Republic” means the Republic of South Africa.
22. “special resolution of the Board” means a resolution adopted by sixty-six (66) percent of the members present at a duly convened and quorate Board meeting, or a written resolution signed or assented to by at least sixty-six (66) percent of the members of the Board.
23. “special resolution of the Members” means a resolution adopted by sixty-six (66) percent of the Members present at a duly

convened and quorate general meeting, or a written resolution signed or assented to by at least twenty (20) percent of the Members.

24. "18A Activities" means those Public Benefit Activities which are listed from time to time in Part II of the Ninth Schedule.
25. References to people include references to corporate bodies, and *vice versa*.
26. The singular includes the plural, and *vice versa*, and reference to any gender includes a reference to the other genders.
27. Any reference to a statutory provision includes a reference to that provision as modified, amended, replaced or re-enacted from time to time.

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SCHEDULE TWO

COMPLIANCE PROVISIONS

1. PROVISIONS IMPOSED BY SECTION 30 OF THE INCOME TAX ACT

For as long as the Association is approved as a PBO, the Association must comply with the following requirements, conditions and restrictions, which will override any inconsistent or contradictory provision of this constitution :

1.1 The sole or principal object of the Association must be and remain to carry on one or more Public Benefit Activities, on condition that :

1.1.1 All such activities must be carried on in a non-profit manner and with an altruistic or philanthropic intent.

1.1.2 No such activity may be intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of the Association, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.

1.1.3 Each such activity carried on by the Association must be for the benefit of, or widely accessible to, the general public at large, including any sector thereof (other than small and exclusive groups).

1.2 the Association must have at least three (3) persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility for the Association, and no single person may directly or indirectly control the decision-making powers relating to the Association.

1.3 the Association may not distribute any of its funds directly or indirectly to any person (otherwise than in the course of undertaking any Public Benefit Activity) and must utilise its funds solely for the Objects for which the Association has been established.

1.4 If and when the Association is wound-up or dissolved in any manner provided for in this constitution, or as required by law, the net remaining assets of the Association, after all the obligations and commitments of the Association have been met, must be transferred to :

1.4.1 Any PBO; or

1.4.2 Any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any Public Benefit Activity; or

1.4.3 The government of the Republic in the national or provincial or local sphere, contemplated in section 10(1)(a) of the Income Tax Act,

which is required to use those assets solely for purposes of carrying on one or more Public Benefit Activities.

1.5 The Board will be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act: Provided that a donor (other than a donor which is an approved PBO or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any Public Benefit Activity) may not impose conditions which could enable that donor or any connected person in relation to that donor to derive some direct or indirect benefit from the application of the donation.

- 1.6 the Association must submit to the Commissioner a copy of any amendment to this constitution, and must ensure that the Association submits the required income tax returns together with the relevant supporting documents.
- 1.7 the Association must comply with such conditions as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of the Association are directed in the furtherance of its Objects.
- 1.8 the Association must make sure that it does not knowingly become a party to, or does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Income Tax Act or any other Act administered by the Commissioner.
- 1.9 the Association must not pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector in which the Association operates, and in relation to the service rendered, and must not economically benefit any person in a manner which is not consistent with its Objects.
- 1.10 the Association must comply with such reporting requirements as may be determined by the Commissioner.
- 1.11 the Association must not use its resources directly or indirectly to support, advance or oppose any political party.

2. PROVISIONS IMPOSED BY SECTION 18A OF THE INCOME TAX ACT

- 2.1 When the Association issues receipts to donors in terms of section 18A(2) of the Income Tax Act, the Association must ensure that the donations from those donors are used solely :
- 2.1.1 To carry on the Association's own Public Benefit Activities, namely those activities of the Association which are contemplated in Part II of the Ninth Schedule; or
 - 2.1.2 To provide funds or assets to any PBO, or any institution, board or body contemplated in paragraph 1.4.2 above, for use only to carry on Public Benefit Activities.
- 2.2 Where the Association allocates donations to be used in terms of paragraph 2.1.2 above, the Association must, within twelve (12) months after the end of the year of assessment in which those donations were received, distribute or incur the obligation to distribute at least fifty percent (50%) of those donations, unless the Commissioner, on application by the Association, waives, defers or reduces the obligation to distribute.
- 2.3 Where the Association, in any year of assessment, issues receipts to donors in terms of section 18A(2) of the Income Tax Act, the Association must obtain and retain an audit certificate confirming that all the donations received or accrued in that year in respect of those receipts, were used by the Association in the manner contemplated in paragraphs 2.1 and 2.2 above.
- 2.4 When the Association issues receipts to donors in terms of section 18A(2) of the Income Tax Act, but does not use the donations from those donors to carry on its own Public Benefit Activities, and does not distribute (or incur an obligation to distribute) those donations in the

manner contemplated in paragraph 2.2 above, but instead invests those donations, the Association must, not later than six (6) months after every fifth (5th) anniversary of the date on which the Commissioner approved the Association as a PBO, distribute, or incur an obligation to distribute, all the dividends or other returns received in respect of that investment during that period of five (5) years.

2.5 the Association must not issue a receipt in terms of section 18A(2) of the Income Tax Act in respect of the donation of any property in kind which constitutes, or is subject to any fiduciary right, usufruct or other similar rights, or which constitutes an intangible asset or financial instrument, unless that financial instrument is :

2.5.1 A share in a listed company; or

2.5.2 Issued by a financial institution as defined in section 1 of the Financial Services Board Act, No. 97 of 1990.

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SCHEDULE THREE

CURRENT MEMBERS OF THE ASSOCIATION

The names of the people who are Members of the Association as at the date of adoption of this revised constitution are:

1. Shelley Aronstam
2. Glorious Kgalalelo Bolokwe
3. Paula Green
4. Emmarentia Kirchner
5. Carol Hall
6. Mike Hart
7. Nafisa Baboo
8. Nomonde Ntshikila
9. MudanaIwo Edith Khorombi
10. Nonhlanhla Edith Nzama
11. Zama Nene
12. Caroline van der Mescht
13. Gracia Joshua
14. Maishiko Doreen Mojapelo
15. Naomi Mositsa
16. Melanie Hall
17. Glynis Lloyd
18. Grace Sesing
19. Ntombizodwa Shawula
20. Liso Sithole
21. Lungile Moleko
22. Eileen Scheckle
23. Cathy Gush
24. Relda Donaldson
25. Dorothy Dyer

26. Caren Maree
27. Meg Dickson
28. Carike Kriel
29. Carien Wilsenach
30. Catherine Langsford
31. Nelladee McLeod Palane
32. Ina Joubert
33. Melanie Moen
34. Makwalete Johanna Malatji
35. Glenda Barnes
36. Khumo Khaole
37. Kristien Andrianatos
38. Emmanuel Esambe
39. Janet Condy
40. Maxine Schaefer
41. Lilli Pretorius
42. Rene Schoombee
43. Liana Bezuidenhout
44. Brigid Joan Barnes
45. Kerryn Dixon
46. Janet Marx
47. Mmatebogo Priscilla Masonti
48. Nangamso Mtsatse
49. Joseph Sethabela
50. Naomi Boakye
51. Margie Owen-Smith
52. Riana Robinson
53. Matthews Makgamatha
54. Thobani Mesani
55. Anna Talbot
56. Jenny Katz
57. Stanley Zongezile Hloma
58. Buyi Makhanya
59. Rogini Gounden

60. Deb Avery
61. Kerston Hoets
62. Jean Moore
63. Ntombizande Mahobe
64. Pumza Ndamase
65. Jade Jacobsohn
66. Sifundo Nkomo
67. Lauren Fok
68. Maurita Weisenberg
69. Shelley O'Carroll
70. Gladys Mokwena
71. Nandi Weder
72. Helen Cronje
73. Dudu Makhari
74. Asper Ngwenya
75. Cosmas Mabeya
76. Dina Mashiyane
77. Judi Kurgan
78. Edwin Hlangwani
79. Matome Michael Makwela
80. Monica Hendricks
81. Margie Childs
82. Leila Kajee
83. Asja Strydom
84. Sandile Sanda
85. Karin McGuirk
86. Vastrohiette Gilbert
87. Fiona Khan
88. Janeli Kotze
89. Sharleen Haupt
90. Julia Maphutha
91. Elizabeth Nomso Kumalo
92. Jamiellah Domingo
93. Katharine Eve

94. Tracy Probert
95. Nina Todd
96. Vuyokazi Fatyela
97. Hanlie Dippenaar
98. Cebo Solombela
99. Jessica Blom
100. Nellie Khumalo
101. Catherine Kell
102. Karen Kaimowitz
103. Susan Meyer
104. Theresa Soci
105. Loraine van der Westhuizen
106. Nozipho Vezi
107. Lesego Legodiile Goulkan
108. Angela Charalambous
109. Nompucuko Zakaza
110. Lungile Dlamini-Shongwe
111. Darryl David
112. Chaka Chaka
113. Rizwana Latha
114. Ruth Scheepers
115. Mirriam Lephala
116. Pinky Makoe
117. Thulile Shandu-Phetla
118. Mante Mphahlele
119. Soorie Naidoo
120. Clifford Ndlangamandla
121. Reckson Baloyi
122. Peter Magwele
123. Kgabo Maphoto
124. Ntshimane Mohale
125. Douglas Mokoena
126. Tlatso Nkhobo
127. Lungelwa Phakathi

- 128. Jeffrey Shisinga
- 129. Katlego Thubakgale
- 130. Thembeke Thobedi
- 131. Mondipela
- 132. Umadevi Kistiah

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SCHEDULE FOUR

CURRENT MEMBERS OF THE BOARD

The names of the people who are members of the Board of the Association as at the date of adoption of this revised constitution are:

1. _Janet Condy_____.
2. _Carlen Wilsenach_____.
3. _Catherine Langsford_____.
4. _Helen Cronje_____.
5. _Maxine Schaefer_____.
6. _Cathy Gush_____.
7. _Eileen Scheckle_____.
8. _Dorothy Dyer_____.
9. _Katherine Eve_____.
10. _Darryl David_____.
11. _Sakhina Mitha_____.

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