

CONSTITUTION OF THE UKUKHUTHAZA CONCERN GROUP

PREAMBLE

Whereas Ukukhuthaza Aids Concern Group (hereinafter referred to as the Organisation) is historically affiliated to the Anglican Church of St John the Baptist, Pinetown, KwaZulu Natal, which Organisation is an independent entity duly incorporated pursuant to the provisions of the Nonprofit Organisations Act No. 71 of 1997; and

Whereas the said Organisation provides a food-provisioning community service to people infected and affected by HIV/AIDS and other related diseases within the Ethekewini Municipal area; and

Whereas the above Anglican Church has for many years in the same area also provided a food-provisioning scheme, colloquially known as the Food Basket, in terms of which, *inter alia*, indigent people or those experiencing emergency or crisis situations have been provided with food and/or other assistance where possible or feasible; and

Whereas the overall objectives of both the said Organisation and the Food Basket are such that it is considered that it would be expedient and to their mutual benefit to amalgamate their activities and objectives and operate in unison with each other under a name appropriate to both groups; and

Whereas it therefore becomes necessary to amend by substitution the original constitution of the said Organisation dated 9 December 2008 so as to accommodate the combined aims and objectives of both groups;

Now Therefore it is Hereby Agreed and Recorded as Follows:

1. Name Change / Membership

- (1) The Constitution dated 9 December 2008 as duly approved and accepted by members of the Organisation is hereby amended by the *in toto* substitution therefor of the undermentioned constitution which, notwithstanding the date of signature hereof, shall be deemed to have commenced and become fully operational with effect from and including 1 April 2012.
- (2) Members of the said church as well as all other people who assisted in the administration and/or implementation of the objectives of the former Food Basket, as it was colloquially known, shall, notwithstanding the date of signature hereof, be deemed to have become members of the Organisation with effect from and including 1 April 2012.
- (3) In light of the amalgamation, from 1 April 2012, of the activities of the Food Basket with those of the Organisation, it is hereby agreed that the name of the Organisation shall henceforth be known as the Ukukhuthaza Concern Group.
- (4) The Organisation's shortened name shall be Ukukhuthaza and, for purposes of convenience, will hereinafter be referred to as the Organisation.

2. Body Corporate

It is recorded that:

- (1) the Organisation has duly complied with the requirements pertaining to registration in terms of the Nonprofit Organisations Act No. 71 of 1997 and has been allocated registration no. 044-646-NPO in terms of such legislation;
- (2) the Organisation has thereby acquired a distinct and separate identity and exists apart from its members and office-bearers;
- (3) the Organisation has thereby also acquired the capacity to have its own rights, duties and obligations and is,

and shall continue to be, a separate and distinct legal entity and body corporate;

- (4) prior to 1 April 2012 the only assets of the former Food Basket consisted of money or food or clothing items as received from parishioners of the said Anglican Church of St John the Baptist and others. All such donations and monies were duly paid or handed over to and accepted by the Organisation as from 1 April 2012.

3. Objectives

- (1) The Organisation's main and ancillary objectives are to provide, as a community service, aid and support to indigent or distressed people and those infected or affected by HIV/AIDS or any other disease within the greater Ethekewini municipal area.
- (2) Without derogating from the generality of the foregoing the Organisation shall, with the resources available to it, endeavour:
 - (a) to assist with the feeding of indigent people or those experiencing emergency or crisis situations or those infected or affected by HIV/AIDS or any other disease;
 - (b) to facilitate and promote the provision of physical and emotional support and counselling to such people, their immediate families or friends;
 - (c) to support and assist indigent or distressed people as well as victims of HIV/AIDS (or any other disease) and their families, in collaboration with, if needs be, any other community or non-profit organisation, civic body or church that renders, provides or deals with health, poverty and other community services;
 - (d) to facilitate and promote public hygiene education in the field of HIV/AIDS or any other disease

4. Income and Property

- (1) The Organisation is not constituted and does not exist for the purposes of carrying on any business that has for its object the acquisition of profit or gain by the Organisation or its individual members.
- (2) The income and assets of the Organisation shall, as far as is possible, be utilised exclusively for the promotion and attainment of the objectives for which it has been established.

Any surplus income which may become available from time to time may be invested to best advantage in order to assist in the attainment of the Organisation's objectives.

- (3) No part of the income or assets of the Organisation shall be paid or distributed to any member, office-bearer and/or employee of the Organisation, directly or indirectly, whether by way of remuneration, dividend, donation, commission or otherwise, except as reasonable reimbursement for disbursements incurred or services rendered.
- (4) The Organisation shall keep records of all its assets and liabilities and shall at all times endeavour fully to comply with any applicable statutory legislation and regulations to which it may be subject including, but not restricted to, the provisions of the said Non-profit Organisation Act or any amendments thereto which may subsequently be promulgated.

5. Membership and General Meetings

- (1) Any person who is concerned either about the welfare of people living in indigent circumstances or people who are suffering from HIV/AIDS or any other disease, may apply to the Management Committee to become a member of the Organisation, which said committee may either accede to or decline any such application.
- (2) A register of members shall be held by the Secretary of the Organisation.

- (3) The membership fee shall be determined by the Management Committee for the time being of the Organisation.
- (4) Members of the Organisation are required to attend its Annual General Meetings.
At the Annual General Meeting members may, *inter alia*, exercise their right to determine and cause to be amended the policy or objectives of the Organisation in light of changed circumstances which may have arisen or come into being.

6. Management

- (1) A Management Committee shall manage the Organisation and the Chairperson and the deputy Chairperson of such Management Committee shall be elected, by majority vote, by members of the said Management Committee, either at its Annual General Meeting or at a Special Meeting convened for purposes of such an election.
- (2) The Management Committee shall, after considering the various categories of membership or portfolios which are to be utilised or created in the future, decide upon and determine, by majority vote, the nature, functions and duties to be performed by the duly elected members of each category of membership or portfolio thus decided upon or determined.
- (3) All duly elected members of the Management Committee shall, *ex officio*, be office-bearers thereof and the general functions of the main office-bearers thereof shall be as follows:
 - (a) Chairperson:
 - to chair all meetings, using standard committee procedures;
 - to call meetings;
 - to be a signatory for banking purposes;
 - to receive the Treasurer's and Auditor's reports;
 - to represent the Organisation in all business matters.
 - (b) deputy Chairperson:
 - to deputise for the Chairperson, should the latter not be available;
 - to be a signatory for banking purposes.
 - (c) Secretary:
 - to send out notices of meetings;
 - to take minutes of all meetings;
 - to distribute copies of the minutes to members;
 - to keep records of membership;
 - to undertake general secretarial functions.
 - (d) Treasurer:
 - to control the day-to-day finances of the Organisation;
 - to ensure that, pursuant to the provisions of Act no.71 of 1997 and to the standards of generally accepted accounting practice, proper accounting records of the Organisation's income, expenditure, assets and liabilities are kept;
 - to ensure that, within six (6) months after the end of the Organisation's financial year proper financial statements, accounting records and reports are prepared and dispatched to the director of Non-profit Organisations.

- (4) The Management Committee may assist the Chairperson in the Chairperson's determining of the nature, functions and duties of the Organisation's other office-bearers as well as the drawing up of relevant portfolios.
- (5) Office-bearers will serve for one (1) year but may stand for re-election indefinitely.
- (6) The Management Committee shall have the power to co-opt additional members for specific functions. However such co-opted members shall not have the right to vote on issues at Management Committee meetings but will have the right to speak thereat.
- (7) If a member of the Management Committee does not attend three (3) Management Committee meetings in a row, without having applied for and obtained leave of absence from the Management Committee, then the Management Committee may call a Special Meeting in order to elicit an explanation or reason for the member's non-attendance. In the absence of an acceptable explanation or reason then the Management Committee may convene a Special Meeting to elect a replacement.
- (8) The Management Committee shall meet when required. Half plus one of the committee members must be present at a meeting to form the quorum required for decisions to be made and carried forward.
- (9) Minutes shall be taken at every meeting to record Management Committee's decisions. The minutes of each meeting shall be given to the Management Committee members at least two (2) weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings at the next meeting of the Management Committee and shall thereafter be signed by the Chairperson.
- (10) The Organisation has the right to form sub-committees consisting of at least three (3) members of the Organisation. The recommendations that sub-committees make must be given to the Management Committee which may decide whether to agree, amend or reject such recommendations at its next meeting.
- (11) All members of the Organisation shall abide by decisions that are taken by the Management Committee as long as these are in line with the aims and objectives of the Organisation and will not result in the Organisation getting into financial debt, unless agreed to by a majority of all the members.
- (12) Office-bearers or members shall not personally be liable for any loss suffered as a result of an act or omission which occurs in good faith while the office-bearer or member is performing functions for or on behalf of the Organisation, unless the same happens through gross negligence or the commission of a criminal offence on the part of such office-bearer or member.

7. Powers of the Organisation

The Organisation shall have all such powers as are necessary for the proper attainment of its objectives as set out in paragraph 3 above and shall, in particular, have the following express powers:

- (1) to employ staff and hire professional or other services;
- (2) to institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Organisation;
- (3) to raise funds and to invite and receive contributions;
- (4) to make and vary investments and re-invest the proceeds of such investments provided that any investments made by the Organisation shall
 - (a) be with a financial institution as defined in section 1 of the Financial Services Board Act no.97 of 1990; and/or
 - (b) be in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act no.1 of 1985;

- (5) to accept monetary or other donations made to the Organisation and retain or donate them in the form in which they are received, or sell them and re-invest the proceeds;
- (6) with regard to movable and immovable property and tangible or intangible assets, of whatsoever nature:
 - (a) to purchase or acquire moveable or immovable property or assets;
 - (b) to maintain, manage, develop, exchange, lease, sell or in any way deal with the property and assets of the Organisation;
- (7) to borrow and to use the property or assets of the Organisation as security for borrowing;
- (8) to guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Organisation;
- (9) to execute or cause to be executed any act or deed in a Deeds Registry, Mining Titles or any public office;
- (10) to work in collaboration with other associations and to amalgamate with any associations with the same or similar objectives and which enjoy the same exemptions from taxes and duties to those of the Organisation;
- (11) to exercise all the management and executive powers that are normally vested in the board of directors of a company.

8. Meetings and Procedures of the Management Committee

- (1) The Management Committee may hold a meeting with the members of the Organisation whenever required or deemed necessary each year.
- (2) The Chairperson, or two (2) of the members of the committee, may by notice call a Special Meeting, provided they advise the other committee members of the date of the proposed meeting not less than fourteen (14) calendar days before it is due to take place. They must also advise the other members of the committee by notice which issues will be discussed at the meeting.
- (3) If the Chairperson or the Chairperson's deputy does not attend a meeting then members of the committee who are present may choose one of themselves to chair that meeting prior to commencement of the meeting.
- (4) There shall be a quorum of half plus one of the committee members whenever such a meeting as envisioned in sub paragraph (3) above is held.
- (5) When necessary, the Management Committee shall vote on issues. If the votes are equal on an issue, the Chairperson or acting Chairperson has either a second or a deciding vote.
- (6) Minutes of all meetings must be kept safely and always be on hand for members to consult. Copies of all minutes are to be kept for the same period as the audited accounts.

9. Annual General Meetings

- (1) The Annual General Meeting shall be held once every year, not more than six (6) months after the end of the Organisation's financial year and shall be chaired by the Rector for the time being of the said Anglican Church of St John the Baptist, Pinetown or the Rector's nominee.
- (2) The quorum for the meeting to proceed shall be one third of the members of the Organisation.
- (3) The Organisation shall deal with the following business, amongst others, at its Annual General Meeting:
 - (a) agree to the items to be discussed on the agenda;
 - (b) determine the number of persons of members who shall comprise the Management Committee for the forthcoming year;

- (c) record the names of those members present and those who sent apologies;
- (d) read and confirm the minutes of the previous Annual General Meeting, with matters arising;
- (e) Chairperson's report;
- (f) Treasurer's report;
- (g) elect new office-bearers;
- (h) general;
- (i) close the meeting.

10. Finance

- (1) An accounting officer as seconded by the Parish Council of the said Anglican Church of St John the Baptist, Pinetown, shall be appointed at the Annual General Meeting of the Organisation and will be required to audit and check on the finances of the Organisation.
- (2) Whenever funds are taken out of the Organisation's bank account, any two of the designated four signatories appointed by the Management Committee must sign the withdrawal or cheque.
- (3) The financial year of the Organisation ends on 31 December.
- (4) All financial transactions of the Organisation shall be conducted by means of a banking account which, it is recorded, is presently the First National Bank, Pinetown (Account number 62199326341).

11. Changes to the Constitution

- (1) The Constitution may be changed by resolution. The resolution shall be agreed upon and passed by not less than half plus one of the members who are present at the Annual General Meeting or Special General Meeting that is called for that purpose.
- (2) A quorum consisting of half plus one of the members of the Organisation shall be present at the meeting before the decision to change the Constitution is taken. Any Annual General Meeting or Special General Meeting may vote upon such a motion provided that details of the proposed changes shall be set out in the notice referred to in paragraph 8 hereof.
- (3) A written notice must be dispatched to all members of the Organisation not less than fourteen (14) days before the meeting at which changes to the Constitution will be discussed.
- (4) Subject to the provisions of paragraph 13 hereof, no amendments may be made which would have the effect of making the Organisation cease to exist.

12. Interpretation

In case of *bona fide* doubt or dispute as to the meaning and interpretation of any of the clauses contained in this constitution or in connection with any other matter whatsoever, the Management Committee for the time being of the Organisation shall be the arbiter and its decision shall be binding upon all members of the Organisation.

13. Dissolution/ Winding-Up

- (1) The Organisation may close down if at least two thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down or winding-up.

- (2) When the Organisation is being wound up or dissolved it shall pay all of its debts. Any asset remaining thereafter shall not be paid or given to members or officer-bearers of the Organisation but shall be transferred to another non-profit organisation, civic body or church that has similar objectives. The Organisation's final meeting may decide what organisation this should be.

This amending Constitution was, subject to certain minor amendments, approved and accepted by members of the Ukukhuthaza AIDS Concern Group (now known as Ukukhuthaza Concern Group and as referred to herein as the Organisation) at its Annual General Meeting held on 17 March 2015. It was subsequently unanimously adopted, in the above form, at the Organisation's monthly meeting held on 19 May 2015 at Pinetown.

Thus done and signed at Pinetown this day of June 2015

Signature:

Name:

CHAIRPERSON
Ukukhuthaza Concern Group
(S.A Wallace)

SECRETARY
Ukukhuthaza Concern Group
(R. Joubert)

.....
Noted and approved
Rector (Rev F Maupa)
St John the Baptist Anglican Church, Pinetown