

# Constitution of Friends of Thandolwethu Association

*A body corporate – incorporated in terms of section 12 (2) of the Non Profit Organizations Act, No71 of 1997).*

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### **1. NAME**

1.1 The organisation hereby constituted will be called Friends of Thandolwethu Association

1.2 Its shortened name will be Friends of Thandolwewthu (Hereinafter referred to as the organisation).

### **2. BODY CORPORATE**

The organisation shall:

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

### **3. OBJECTIVES**

The organisation's objectives are to:

- 3.1 Support the establishment and running of Early Childhood Development Centres/Nurseries (ECD Centres) located in underprivileged areas of South Africa.
- 3.2 The organisation's secondary objectives will be to: facilitate the building of ECD Centres, ensure quality educational activities, support training of the staff, promote and disseminate innovative educational approaches inspired by, but not limited to, the Reggio Emilia pedagogic approach.
- 3.3 The activities of the organization are carried on in a non-profit manner and with an altruistic and philanthropic intent.

### **4. MEMBERSHIP**

4.1 First and Subsequent Members:

The first members of the Association shall sign Schedule A of this Constitution.

The Management Committee may admit natural persons over eighteen years of age as members to the Association.

4.2 Conditions and Criteria:

The Management Committee may determine the conditions and criteria for membership. Applications for membership that do not comply with such conditions and criteria may be refused by the Management Committee.

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- 4.3 **Transfer of Membership:**  
Membership is not transferrable.
- 4.4 **Register of Members:**  
The Management Committee must keep a register with the names and addresses of all the members.
- 4.5 **Automatic Termination of Membership:**  
Membership automatically terminates upon the receipt by the Association of written resignation or a notification of the death of a member.
- 4.6 **Termination by Management Committee:**  
Membership terminates if a member is removed by a resolution of the Management Committee, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Management Committee pertaining to the proposed termination, and the Committee's decision to terminate membership was confirmed by resolution of two-thirds of the members present at the next General Meeting, otherwise it will lapse.

### **5. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE**

- 5.1 **A Management Committee will oversee the organisation.**  
The Management Committee will be made up of a minimum of 3 members and a maximum of 15, elected during the Annual General Meeting, or co-opted and then confirmed at the first Annual General Meeting. They are the board of governance of the organisation. The initial members of the Management Committee are the following:
- Alessia Toia
  - Andrea Martini
  - Sara Dalla Mutta
  - Luigi Pavini
  - Andrea Couvert
  - Alessandra Leporati
  - Catherine Collingwood
  - Manuela Donatone
  - Annalisa Contrafatto

AW. E.  
AM ALMD CM P  
SDH

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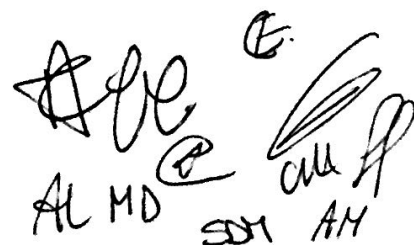
- 5.2 At least three persons who accept fiduciary responsibility for the organisation will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to such organization: these will be the Chairperson, Deputy-Chairperson, and Treasurer/Secretary. Should more than three persons accept fiduciary responsibility for the organisation, the functions of Treasurer and Secretary will be separated.

Term of office: office bearers will serve for a period of 1 (one) year which has been agreed to by the general membership at an AGM, and which shall not exceed one year. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.

- 5.3 Vacancies: the office bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of office bearers until the next Annual General Meeting.
- 5.4 Resignation: an office bearer may resign from office in writing.
- 5.5 Disqualification or Removal: if an office bearer does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Management Committee, then the Management Committee will find a new member to take that person's place.

## 6. POWERS OF THE ORGANISATION

- 6.1 The Management Committee shall carry out the powers on behalf of the organisation and they shall manage the affairs of the organisation in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the organisation.
- 6.2 The Management Committee is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organisation as stated in point number 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.
- 6.3 The Management Committee shall have the general powers and authority to:-
- 6.3.1 raise funds or to invite and receive contributions;

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- 6.3.2 buy, hire or exchange for any property that it needs to achieve its objectives;
  - 6.3.3 make by-laws for proper governance and management of the organisation;
  - 6.3.4 form sub-committees as and when it is necessary for proper functioning of the organisation.
- 6.4 Should the Management Committee deem it necessary, it may to set up one or more sub-committees. It may decide to do this to get some work done rapidly. Or it may want a sub-committee to do an inquiry, for example;
- 6.5 The Management Committee may delegate any of its powers or functions to a sub-committee provided that:-
- 6.5.1 such delegation and conditions are reflected in the minutes for a meeting;
  - 6.5.2 at least one Office Bearer serves in the sub-committee;
  - 6.5.3 there are three or more people on a sub-committee;
  - 6.5.4 the sub-committee must regularly report back to the Management Committee on its activities.
- 6.6 The Management Committee must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation.

## 7. MEETINGS

### 7.1 Annual General Meetings (AGM)

- 7.1.1 Members of the organisation must attend its annual general meetings.
- 7.1.2 The purpose of an Annual General Meeting (AGM) is to:
  - Report back to members from the office bearers on the achievements and work of over the year.
  - Enable members to decide on the policies of the organisation.
  - Elect the Management Committee.
  - Make any changes to the constitution.
- 7.1.3 The annual general meeting must be held once every year, towards the end of the organisation's financial year.
- 7.1.4 The organisation should deal with the following business, amongst others, at its annual general meeting:
  - Agree to the items to be discussed on the agenda.
  - Write down who is there and who has sent apologies because they cannot attend.
  - Read and confirm the previous meeting's minutes with matters arising.
  - Chairperson's report.

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- Treasurer's report.
- Changes to the constitution that members may want to make.
- Elect new office bearers.
- General matters.
- Close the meeting.

### 7.2 Special General Meetings

7.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

7.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.

7.2.3 The Management Committee or not less than one-third of the members may call a Special General Meeting of the organisation.

7.2.4 Special meetings may be called when the Management Committee needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

### 7.3 Ordinary Meetings

7.3.1 Ordinary members meetings are conducted to complete a standard order of business of the organisation. These are held once a quarter and are attended by the Management Committee.

7.3.2 The meetings of the Management Committee will be held at least once a quarter or when a need arises from time to time to conduct the business of the Management Committee.

### 7.4 Notices of Meetings

7.4.1 The Chairperson of the Management Committee shall convene meetings. The Secretary must let all Management Committee members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

7.4.2 However, when convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.

7.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.

7.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.

7.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

7.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

*Handwritten signatures and initials:*  
A. M. D. (with a large flourish)  
AL MD  
E. (with a flourish)  
P. C. M. (with a flourish)  
SDM AM



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### 7.5 Quorums

7.5.1 Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of relevant members who are expected to attend

7.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, then a two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

7.5.3 All meetings of the organisation must reach a quorum before they can start.

7.5.4 If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

7.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regard to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

### 7.6 Procedures at Meetings

7.6.1 The Management Committee may regulate its meetings and proceedings as it deems fit, subject to the following:

- That the Chairperson shall chair all meetings of the organisation, including that of the Management Committee.
- That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event both are absent, the Management Committee members present at the meeting shall elect a chairperson for that meeting.

### 7.7 Making decisions in meetings

7.7.1 Where possible, the decisions of the organisations shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

7.7.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.

7.7.3 However, if opposing votes are equal on an issue, then the Chairperson in that meeting has either a second or a deciding vote.

7.7.4 All members must abide by the majority decision.

7.7.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the organisation, shall only be dealt with in terms of clauses 10 and 11 of this constitution.

*Handwritten signatures and initials:*  
A. M. D. @ S. M. A. N.



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### 7.8 Records of meetings

7.8.1 Proper minutes and attendance records must be kept for all meetings of the organisation.

7.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Management Committee, or of general members as the case may be, and shall thereafter be signed by the chairperson.

7.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

## 8. INCOME AND PROPERTY

8.1 The organisation will keep a record of everything it owns.

8.2 The organisation may not give any of its money or property to its members or the Management Committee. The only time it can do this is when it pays for work that an office bearer or member has done for the organisation. The payment must be a reasonable amount for the work that has been done.

8.3 The Management Committee or a member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation, and for which authorisation has been granted.

8.4 The Management Committee or members of the organisation do not have rights over things that belong to the organisation.

8.5 No activity will directly or indirectly promote the economic self-interest of any fiduciary member or employee of the organisation otherwise than by way of reasonable remuneration.

8.6 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).

8.7 The funds of the organisation will be used solely for the objectives for which it was established.

8.8 The organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, 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 this Act or any other Act administered by the Commissioner.

*E.*  
*FL* *MD* *AM*  
*SDM*

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- 8.9 No resources will be used, directly or indirectly, to support advance or oppose any political party.
- 8.10 No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objectives.
- 8.11 No donation will be accepted 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 regards to the tax deductibility thereof in terms of section 18A: provided that a donor (other than a donor which is an approved public benefit organization or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

### 9. FINANCES AND REPORTS

- 9.1 Bank Account: The Management Committee must open a bank account in the name of the organisation with a registered bank.
- 9.2 Signing: Cheques and other documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the Management Committee. Whenever funds are taken out of the bank account, the Treasurer and at least one other member of the organisation must sign the withdrawal or cheque.
- 9.3 Financial year-end: The financial year end of the organisation shall be end of February each year.
- 9.4 Financial Report: The Committee must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year end a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the organisation are consistent with the accounting policies and practices of the organisation.
- 9.5 The Treasurer is responsible for making sure that the money of the organisation is safe and is accounted for.

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SDM AM

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- 9.6 The Treasurer must also make regular reports to the Management Committee on the finances of the organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the organisation.
- 9.7 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation can go to different banks to seek advice on the best way to look after its funds.

### **10 AMENDMENTS TO THE CONSTITUTION**

- 10.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ( $\frac{2}{3}$ ) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 10.2 For the purpose of considering changes to this constitution, a two thirds ( $\frac{2}{3}$ ) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 7 of this constitution
- 10.3 As provided for in clause 7, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 10.4 No amendments may be made which would cause the organisation to close down or stop to function or die away.

### **11 DISSOLUTION/CLOSING DOWN**

- 11.1 The organisation may dissolve or close down if at least two thirds ( $\frac{2}{3}$ ) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

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AL @ MD  
SDM AM

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11.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. The remaining assets must be transferred to:

- A public benefit organisation, which has been approved in terms of section 30 of the Act.
- Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1XcAXi) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
- Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1Xa) or (b) of the Act.

This constitution was approved and accepted by members

At a special (general) meeting held in Samora Machel on 08 September 2018

*Annalisa Contrafatto*

Annalisa Contrafatto

Chairperson

*C. Collingwood*

Catherine Collingwood

Vice Chairperson

*Sara Dalla Mutta*

Sara Dalla Mutta

Secretary/Treasurer

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Ade. CM  
ALP MD HAM  
SDM