

CONSTITUTION

OF

PENINSULA SCHOOL FEEDING ASSOCIATION

1. NAME

(a) The name of the Association shall be "Peninsula School Feeding Association".

(b) Its shortened name will be "PSFA" (hereinafter referred to as the "Association").

2. OBJECTIVES

(a) To provide school feeding to children in need, of all races, attending schools or other educational institutions where school feeding may not be provided, to supplement school feeding where the supply thereof is inadequate, and generally to improve the general health and welfare of school children and to collect the necessary funds to carry out this object.

(b) To explore ways to improve and sustain feeding systems in order to achieve the objectives set out in 2 (a).

(c) Area of operation

The area of operation in which the supply of school feeding shall take place is South Africa.

3. GENERAL COMMITTEE

(a) The Association shall be administered by a committee of Managing Members, who shall be known and referred to as the "General Committee".

(b) The General Committee shall consist of no less than seven (7) subscribing members consisting of a Chairman, a Vice-Chairman, an Honorary Secretary, Honorary Treasurer, and at least three (3) additional members, which General Committee members shall be elected at each such Annual General Meeting or at any

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adjournment thereof and shall hold office for two (2) years where at the close of the second Annual General Meeting of the Association following the appointment of each General Committee, their successors will be duly elected. General Committee members may offer themselves for re-election.

- (c) Any member who wishes to be nominated to the General Committee will be required to be proposed and seconded by other members in a written application to be received by the Association at least fourteen (14) days' prior to the date of the Annual General Meeting. In the event that no nominations are made, or an insufficient number of nominations are made for a General Committee consisting of at least seven (7) people, then in such event, the then current General Committee members shall be automatically re-elected so as to ensure continuity of the General Committee.
- (d) In taking into account the appointment of the General Committee members, the member being nominated must, amongst other factors, but at the very least, have the following attributes which are required for the appointment of a General Committee member:
- i. A person who applies their utmost good faith towards the Association;
 - ii. A person who does not have a criminal record;
 - iii. A person who will disclose any real or perceived conflicts to the General Committee;
 - iv. A person not disqualified from taking up the position of a director in terms of section 69 the Companies Act 2008 (as amended from time to time); and
 - v. A person who has the necessary skills as are appropriate to fulfil the role of a General Committee member of the Association.
- (e) Directly after the Annual General Meeting in which the General Committee is elected, the General Committee shall elect from its members, by majority vote, a Chairperson, a Vice-Chairperson, an Honorary Treasurer, and an Honorary Secretary, all of whom shall hold office until the appointment of a new General Committee every two (2) years.
- (f) Nothing contained in 3(b) above shall limit a General Committee member from resigning, in which event, if the number of General

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Committee members drops below seven (7) members on account of such resignation, the remaining General Committee members shall appoint by resolution such members so as to ensure there are a minimum of seven (7) General Committee members and at the next Annual General Meeting, the members of the Association will either ratify or nullify such appointment of General Committee members.

(g) The General Committee is entitled to:

- (i) Take on the power and authority, and make such decisions, that it believes necessary to be able to achieve the objectives that are stated in Clause 2 of this Constitution;
- (ii) Raise funds or to invite and receive contributions;
- (iii) To invest funds, buy, hire or exchange any property that it needs to achieve its objectives. The Association may also raise money on loan on security of property or otherwise, and to sell property and to deal in any other way with property, provided always however that the General Committee shall not do so unless a Resolution of the General Committee is passed as per clause 4;
- (iv) Make policy for proper management, including procedures for the application, approval and termination of membership;
- (v) Make decisions affecting the Association not specifically dealt with in this Constitution, which decisions shall be binding.

(h) Members of the General Committee are expected to attend General Meetings and meetings of the General Committee ("Meeting/s"). If for any reason a member of the General Committee is not able to attend a Meeting, he/she shall provide written notice to this effect to the Honorary Secretary or duly designated person where the Honorary Secretary may be unavailable. In the event that a member of the General Committee does not attend three (3) consecutive Meetings, the remaining General Committee members may vote by majority to remove such other member prior to the next Annual General Meeting at which Committee Members would be elected, and may in that person's stead appoint another person to take such person's place. The provisions of 3(f) in so far as

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ratifying/nullifying the appointment is concerned would apply to the appointment of such member *mutatis mutandis*.

- (i) The General Committee members may not elect proxies to attend Meetings and to vote on their behalf. For the sake of clarity, General Committee members are members of the Association, which members would be counted in establishing a quorum at a General Meeting and whose votes would be counted in accordance with the voting rights set out in this Constitution when referring to members.

4. MEETINGS OF THE GENERAL COMMITTEE

(a) The General Committee shall hold meetings during the year, subject to the following:

- (i) The Chairperson shall preside at all meetings.
- (ii) If the Chairperson is not present within fifteen (15) minutes of the appointed time of the meeting, the Vice-Chairperson shall preside at the meeting. In the absence of both the Chairperson and Vice-Chairperson, the remaining members of the General Committee present at the meeting shall elect a Chairperson for that meeting by way of a majority vote.
- (iii) The General Committee shall convene at least three (3) meetings per year, however, this does not limit the General Committee from holding further meetings, which may be convened at the request of any three (3) General Committee members. Meetings may be held by telephonic conference.
- (iv) The quorum for a meeting of the General Committee shall be two-thirds (2/3rds) of the General Committee members.
- (v) If no quorum is present, the meeting may not proceed, and a further meeting is to be called.
- (vi) Each General Committee member present shall have one (1) vote.



- (vii) Proper Minutes taken by the Honorary Secretary or duly designated person where the Honorary Secretary may be unavailable, and attendance records shall be kept of all General Committee meetings. The Chairperson for the meeting shall sign the Minutes, which shall be available at all times for inspection or copying by any member of the Association on five (5) days written notice to the Honorary Secretary. Any copies made shall be for the cost of the member.

- (viii) A resolution signed by all members of the General Committee shall be as valid and effectual as if passed at a duly convened meeting of the General Committee, even if a meeting of the General Committee was not convened.

5. MEMBERSHIP

- (a) Ordinary membership shall be open to any natural person who contributes R50 or more to the Association in the annual period of 21 days prior to an Annual General Meeting until 21 days prior to the following Annual General Meeting, and shall entitle such person to any rights he/she may have as a member. However, in the event that a person contributes R50 or more to the Association during the period of 21 days prior to the next Annual General Meeting, such person shall only become a member on the day following the Annual General Meeting. A person shall remain a member as long as he/she makes this contribution annually in the aforementioned annual period.

- (b) The General Committee shall determine, from time to time, the conditions and criteria for membership, including contributions or membership fees.

- (c) Notwithstanding the provisions of 5(a), the General Committee may at any meeting of the General Committee confer membership by majority vote on persons who, or entities that, have rendered outstanding service to the Association in a manner other than as set out in 5(a). In no other circumstances may an entity become a member of the Association and the entity must appoint one representative only to vote on behalf of the entity as member. Such membership can be revoked by majority vote of the General Committee at any time for good cause. Furthermore, an entity may be elected to the General Committee by the General Committee by

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majority vote, in which event the entity shall appoint one representative to sit in its stead on the General Committee.

- (d) Membership is not transferrable.
- (e) The Committee shall keep a register with the names and contact details of all members. Such register shall be kept by the Honorary Secretary at the office of the Association.
- (f) Membership shall terminate upon the death of the member, written resignation by the member, or upon the circumstances set out in (g) below.
- (g) A member may be removed by a resolution of the General Committee, provided that the member has been given an opportunity to make written representations to the General Committee within seven (7) days of being notified in writing of the member's anticipated termination. A resolution of the General Committee as to the decision to terminate, as well as once written representations have been considered, shall be effected on a majority vote of the General Committee to this effect and conveyed to the member in writing.

6. LIABILITY OF MEMBERS

- (a) Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- (b) Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

7. ANNUAL AND SPECIAL GENERAL MEETINGS



(a) An Annual General Meeting of Members shall be held in each calendar year and at such place and time as the General Committee may determine. At least twenty one (21) days' notice of such Annual General Meeting shall be given by separate notice to each member or by advertisement in such newspaper as shall be determined by the General Committee. The business of the Annual General Meeting must include:

- (i) Approval of previous Minutes;
- (ii) The Chairperson's Report;
- (iii) The presentation of the Association's Annual Financial Statements;
- (iv) Where applicable, the election of General Committee members;
- (v) The appointment of Auditors; and
- (vi) Other appropriate matters.

(b) The General Committee may further, in its discretion, call a Special General Meeting of members at such place and time as the General Committee may determine. At least fourteen (14) days notice of such Special General Meeting shall be given by separate notice to each member or by advertisement in such newspaper as shall be determined by the General Committee. The purpose of such Special General Meeting shall be set out in the notice provided or in the advertisement in the newspaper.

(c) In the event that at least twelve (12) members together agree, they may direct the General Committee to call a Special General Meeting, and shall provide the General Committee with such details of the Special General Meeting in order for the General Committee to advertise accordingly.

(d) The General Committee may regulate the Annual and Special General Meetings and proceedings as it deems necessary, subject to the following:

- (i) The Chairperson shall chair all General Meetings.
- (ii) If the Chairperson is not present within fifteen (15) minutes of the appointed time of the meeting, the Vice-Chairperson shall

chair such meeting. In both their absence, the members present at the General Meeting shall elect by majority vote a chairperson for that meeting.

- (iii) Save for the provisions of clause 13 which calls for a larger quorum, the quorum for all General Meetings shall be twelve (12) members present.
- (iv) If a quorum is not present within fifteen (15) minutes of the appointed time of the meeting, the meeting must be adjourned to another date, at least fourteen (14) days thereafter. Notice, as provided for in terms of Clause 7(a), must be given to all members of the Association of such adjournment.
- (v) If no quorum is present at the reconvened meeting within fifteen (15) minutes of the appointed time, the members present, shall constitute a quorum for that meeting.
- (vi) A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by not less than half of the members present.
- (vii) Each member present shall be entitled to one (1) vote.
- (viii) Members may not appoint proxies.
- (ix) Except where this Constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
- (ix) Proper minutes taken by the Honorary Secretary, and attendance records must be kept of all General Meetings. The Chairperson must sign the minutes which shall be available at all times at the offices of the Association for inspection or copying by any member of the Association on five (5) days written notice to the Honorary Secretary. Any copies made shall be for the cost of the member.

8. FINANCE AND TAXATION

The accountant appointed by the Association, and as overseen by the Honorary Treasurer, shall receive all monies paid to the Association and make all payments for the account of the Association and shall keep such accounts thereof as the General Committee shall require. In regard to all matters of finance he/she shall carry out the instructions of the General Committee. All money shall forthwith be deposited in such Bank Account as the General Committee shall from time to time determine in the name of the Association, and all payments or other withdrawals shall be authorised by any two members of the General Committee.

9. AUDIT

(a) The books and accounts of the Association shall be audited by a Chartered Accountant (S.A.) who shall be appointed at each Annual General Meeting and shall hold office until the next Annual General Meeting, unless otherwise decided by the General Committee by way of Resolution.

(b) The Auditor shall certify the balance sheet of the Association at least once in each calendar year and such statement shall be prepared in due form and be submitted to the Annual General Meeting for adoption, and shall be open for inspection at the office of the Association for seven (7) days prior to the date of the Annual General Meeting.

10. INCOME AND PROPERTY OF THE ASSOCIATION

(a) Members (including General Committee members) have no rights in the property or other assets of the Association solely by virtue of their being members.

(b) The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association (including General Committee members), except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

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11. POWERS OF THE ASSOCIATION

The powers of the Association shall include:

- (a) The ability to institute or defend any legal or other proceedings and to settle any claims made by or against the Association;
- (b) To prudently invest funds of the Association and to use such funds to attain the Association's objective;
- (c) To buy, attain, maintain, manage, lease, sell or in any way deal with property and assets of the Association;
- (d) To donate and transfer the property and assets of the Association to public benefit organisations or non-profit organisations with similar objectives;
- (e) To borrow and to use the property or assets of the Association as security for borrowing;
- (f) To execute any act or deed in any deeds registry, mining titles or other public office.
- (g) All other matters affecting the Association not specifically dealt with in this Constitution shall be referred to the General Committee and its decision by Resolution shall be binding upon the Association.

12. CHANGES IN CONSTITUTION

- (a) This Constitution may be altered, amended or added to at either a Special General Meeting or Annual General Meeting provided that not less than fourteen (14) days notice is given of such meeting. Furthermore, the place, date and time of such meeting shall have been given to each member of the Association in writing, or by advertisement in such newspaper as shall be determined by the General Committee. The notice to each member shall also detail the proposed alteration.
- (b) A quorum at such meeting shall be Twelve (12) members but no such alteration, amendment or addition shall be of any effect unless passed by a majority of members present at such meeting.



(c) The provisions of clause 7 relating to the adjournment of and voting at Meetings due to a quorum not being achieved shall apply to this clause *mutatis mutandis*.

(d) No amendments may be made which would have the effect of causing the Association to cease to exist.

13. DISSOLUTION

(a) The Association may be dissolved if 2/3rds of a duly constituted and convened Special General Meeting or Annual General Meeting are in favour of the dissolution.

(b) Not less than fourteen (14) days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the decision of dissolution of the Association and disposal of its assets will be considered. Furthermore, the place, date and time of such meeting shall have been given to each member of the organisation in writing, or by advertisement in such newspaper as shall be determined by the General Committee.

(c) A quorum at such meeting shall be at least twelve (12) members.

(d) The provisions of clause 7 relating to the adjournment of and voting at Meetings due to a quorum not being achieved shall apply to this clause *mutatis mutandis*.

(e) If upon dissolution of the Association there remains any assets whatsoever after the satisfaction of all its debts and liabilities such assets shall not be paid to or distributed amongst the members but shall be donated to such other Association which the General Committee resolves would be appropriate and which has similar objectives to that of the Association.

14. SECTION 30 AND 18(A) OF THE INCOME TAX ACT

(a) The Association has been approved as a public benefit organisation in terms of Section 30 of the Income Tax Act. The provisions of Section 30 are accordingly incorporated herein.



(b) The Association has been approved for purposes of Section 18(A)(1)(a) of the Income Tax Act and the donations to the organisation will be tax deductible in the hands of the donors in terms of and subject to the limitations prescribed in Section 18(A) of the Act. The provisions of Section 18(A) are accordingly incorporated herein.

(c) The annual year end of the Association is 31 March.

(d) The narrative reports and accounting records of the Association are to be submitted to the Director of Non-Profit Organisations within 5 months of the Association's annual year end.

Chairman: Y. de

Date: 18/11/2014

Rev. Rodney Dale Whiteman
Minister of Religion
Anglican Church (C.P.S.A.)
Commissioner of Oaths
(Ex-Officio)
BYV-0014

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Signature

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