

Ratification of the Joburg Child Welfare Constitution
RESOLUTION 6/2018

At a Board of Management Meeting, held at Jo'burg Child Welfare Head Office, 1st Floor, Edura House, 41 Fox Street, Johannesburg on Tuesday, 21 August 2018, it was resolved that:

Item 7.12 of the JCW Constitution will maintain the position of SECRETARY, and remove the words "ex-officio member" within the brackets at the scheduled Special Board of Management Meeting on Tuesday, 18 September 2018.

Chairperson

John Morley Pettifor

Signature: 

Vice Chairperson

Sarah Mabatho Maphoto-Papi

Signature: 

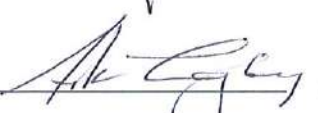
Treasurer

Yvonne Ambigamoni Pillay

Signature: 

Secretary

Aileen Langley Buisinne

Signature: 

Chief Executive Officer (Ex-Officio Member)

Margot Ann Davids

Signature: 

1) BN MOAKA Signature: 

2) Mathili S. Khene Signature: 

3) Jeanie N. Naggan Signature: 

4) Ntsatsi Mokgethi Signature: Mokgethi

5) DINAH MALEKUTU Signature: 

Signed on the **18th** day of **September 2018** at **Jo'burg Child Welfare Head Office**

Caring for our children

THE CONSTITUTION (18-09-2018)

OF

THE JOHANNESBURG CHILD WELFARE SOCIETY

Also known as

JO'BURG CHILD WELFARE

Registered in accordance with the

NONPROFIT ORGANISATION'S ACT NO. 71 OF 1997

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1. GLOSSARY

In this Constitution, the following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings:

- **'Board of Management'** – means the Board of JCW which shall have the ultimate authority and responsibility for the governance of JCW;
- **'Connected person'** – means in relation to a natural person- and or juristic entity any relative; and any organization (other than a portfolio investment scheme in securities) of which such natural person or such relative is a beneficiary;
- **'Community'** means a social unit of any size that shares common values common agenda, cause of interest who collaborate by sharing ideas and information, in a given geographical area
- **'Income Tax Act'** means the Income Tax Act 58 of 1962, as amended from time to time;
- **'JCW'** means Johannesburg Child Welfare;
- **'JCW Community Centre'** means designated child protection centers registered as such under the Children's Act and established by JCW;
- **'Limited legal liability'** means that the organization is a legal entity in its own right, capable of having rights and obligations, owning property, and of suing and being sued in its own name;
- **'Member'** means a member of JCW from time to time;
- **'Non-Profit Organization (NPO)'** - a private, non-governmental organization with a self-governing board accountable to its members/donors and the general public, operating in the public interest, or, a trust, company or other association of persons –
 - (a) Established for a public purpose; and
 - (b) the income and property of which are not distributable to its members or office-bearers except as reasonable compensation for services rendered, as defined in the NPO Act No. 71 of 1997);
- **'Office Bearer'** means a person holding a position of authority on the Executive Committee;
- Any reference to a **'person'** includes any natural, juristic or quasi-juristic person, including without limitation any sole proprietorship, firm, partnership, trust, close corporation, company, undertaking, joint venture, authority or other incorporated or unincorporated entity or association. The singular includes the plural and *vice versa*;
- **'Poll'** means an indication of votes in writing.
- **'Public benefit activity'** means (i) any activity listed in Part 1 (a), 1 (c), 1 (l) and 1 (l) of Part 1 and Part II of the Ninth Schedule to the Income Tax Act and (ii) any other activity determined by the Minister from time to time by notice in the Gazette to be of a benevolent nature, having regard to the needs, interests and well-being of the general public, and PBA shall have a corresponding meaning;

- **'Public benefit organization'** means a public benefit organization as defined in, and compliant with the provisions of, section 30 of the Income Tax Act;
- **'Republic'** means the Republic of South Africa;
- **'SARS Commissioner'** means the Commissioner of the South African Revenue Service;
- **'Voluntary Organization'**- means an organization created under common law by an agreement between three or more people to form an organization to work together to achieve a common non-profit objective. This written agreement or founding document is called the Constitution.

2. NAME

The organization hereby constituted will be called the Johannesburg Child Welfare Society also known as Jo'burg Child Welfare and hereinafter referred to as JCW or the organization.

3. AFFILIATION

The organization is hereby empowered to affiliate to any appropriate body to consider the affiliation of any appropriate body, which shares the same vision and mission as the organization

4. LEGISLATION

JCW exists to promote a public benefit purpose and is obliged to ensure compliance with the following legislative and regulatory prescriptions, including any future amendments and/or applicable new legislation:

- 4.1 Non Profit Organization's Act No. 71 of 1997
- 4.2 Income Tax Act No. 58 of 1962, as amended
- 4.3 The Stock Exchange Control Act No. 1 of 1985
- 4.4 Financial Institutions (Protection of Funds) Act No. 28 of 2001
- 4.5 Financial Institutions (Investment of Funds) Act No. 39 of 1984
- 4.6 The Children's Act No. 38 of 2005, as amended

5 OBJECTS

- 5.1 JCW's principal object is the carrying out of one or more Public Benefit Activities related to welfare and humanitarian purposes as provided for in paragraphs 1(a), 1(e), 1(l) and 1(n) of Part I and Part II of the Ninth Schedule to the Income Tax Act for the sole purpose of not making a profit.
- 5.2 Its other equivalent objects are:
 - 5.2.1 to promote the interests and well-being of children;
 - 5.2.2 to encourage and assist efforts aimed at stabilizing family life and improving the social environment of children;
 - 5.2.3 to investigate and assist in cases of destitute, ill-treated, neglected, orphaned and maladjusted children; or (in cases of children in need of care and protection as defined in the Children's Act);
 - 5.2.4 to take steps to bring about the removal of conditions detrimental to the well-being of children;
 - 5.2.5 to co-operate with government, provincial, municipal and other authorities, and with other Organization's and institutions in matters relating to the well-being of children;
 - 5.2.6 to promote the development of communities so as to ensure the well-being of families

- and children;
- 5.2.7 to raise, administer and invest funds to achieve the objects of JCW;
 - 5.2.9 to perform all such other lawful acts as are incidental or conducive to the attainment of the objects of JCW.

6. AREAS OF OPERATION

- 6.1. JCW shall operate primarily in the metropolitan area of: Johannesburg, as aligned with the municipal boundaries, except where legal structures prescribe otherwise, or, where the nature of the services are all encompassing.
- 6.2. JCW shall collect contributions primarily in the Republic of South Africa and from various international donors.

7. GOVERNANCE STRUCTURE AND MECHANISMS OF GOVERNANCE

The organization shall:

- 7.1 Exist in its own right, separately from its members.
- 7.2 Continue to exist even when its members and office bearers change.
- 7.3 Be governed by a Board of Management who are not connected to each other
- 7.4 The Board of Management shall:
 - 7.5 Consist of 12 members, of which 7 members shall be elected from the JCW general membership, of which up to 5 members appointed from each JCW community center (the procedure for appointment of the JCW community representatives shall be prescribed),
 - 7.6 The Board of Management may co-opt an additional 4 members, for specific purposes, as or as may be required.
 - 7.7 All candidates nominated for election to the Board of Management will be subjected to a screening process as prescribed.
 - 7.8 The Executive Committee shall consist of the following:
 - 7.9 Chairperson
 - 7.10 One Vice-chairperson
 - 7.11 Treasurer
 - 7.12 Secretary
 - 7.13 three additional members
 - 7.14 Chief Executive Officer (ex-officio member)
 - 7.15 Office bearers and the ordinary members Board shall serve for a period of two (2) years subject to re-election for not more than 3 consecutive terms.
 - 7.16 The JCW Community Centers shall be required to re-elect representatives to the Board of Management every two years, or as may be required when Board of Management vacancies arise.

8 POWERS OF GOVERNANCE STRUCTURE

- 8.1 The Board of Management of the organization shall have the power to carry out all or any of the objects of JCW and, without detracting in any way from the generality of this provision, shall have the following specific powers:
- 8.2 to purchase or acquire in any way, land, buildings, agencies, stock-in-trade, plant, machinery, shares, debentures and every other kind or description of movable or immovable property;
- 8.3 to manage, insure, sell, lease, mortgage, dispose of, give and exchange, work, develop, build on, improve, turn to account, or in any other way deal with its undertaking or all or any part of its property and assets;
- 8.4 to purchase, hire, lease or sell assets as may be required or necessary to enable JCW to attain its objects;
- 8.5 to collect or receive funds by legacy or otherwise, to raise, borrow or lend monies at interest or otherwise and with or without security;
- 8.6 to secure the payments of monies borrowed in any manner including the mortgaging and pledging of property and, without detracting from the generality hereof, in particular by the issue of any kind of debenture or debenture stock, with or without security;
- 8.7 to ensure that funds available for investment be invested only with registered financial institutions as defined in Section 1 of the Financial Institutions (Protection of Funds) Act No. 28 of 2001, or in the acquisition of securities listed on a licensed stock exchange as defined in The Stock Exchange Control Act, No. 1 of 1985;
- 8.8 to open and operate banking accounts and to overdraw such accounts;
- 8.9 to make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;
- 8.10 to enter into indemnities, guarantees and surety-ships and to secure payment thereunder in any way;
- 8.11 to enter into contracts, to execute any contracts, deeds and documents;
- 8.12 to carry on any business, besides speculative transactions and dividend stripping activities, provided that the proceeds and/or profits acquired from such business will solely be deployed to furthering the objects of the organization.
- 8.13 This power includes, inter alia, ordinary teaching/training operations in the commercial sense, as well as the letting of property on a systematic or regular basis;
- 8.14 to undertake and execute any trust;
- 8.15 to act as trustees of any such trust.
- 8.16 to pay gratuities and other incentive schemes in respect of its employees;
- 8.17 to institute, conduct, defend, settle or abandon any legal proceedings by or against JCW, all in the name of the organization; and
- 8.18 to appoint a Chief Executive Officer ('CEO'), or such other employees, of JCW on such terms and conditions as may be desirable;
- 8.19 to remunerate any person or persons in cash or otherwise, for services actually rendered to JCW,
- 8.20 to remunerate a fundraiser at an agreed remuneration rate,;
- 8.21 to appoint/establish sub-committees to undertake specific functions;
- 8.22 to call upon employees of JCW and/or other persons from time to time to advise the Board of Management on specific matters;

- 8.22 to establish, maintain or control child and youth care centers, places of care and other institutions and to serve as the managers of such establishments.
- 8.23 No member of the Board of Management or staff of JCW shall have a direct or indirect interest in or benefit from any contract which JCW may conclude with any company.

9. ROLES AND RESPONSIBILITIES

- 9.1 The final authority and ultimate responsibility for the governance of JCW is vested in the Board of Management. The CEO will report to and account to the Board of Management on the operational management of JCW.

10 GOVERNANCE STRUCTURE (BOARD OF MANAGEMENT)

- 10.1 The Board of Management will appoint the Chief Executive Officer of the organization who will work to ensure that the day to day operations of the organization are well-managed.
- 10.2. The powers, authority and performance indicators of such CEO will be outlined in his/her contract of employment and or performance contract as agreed with the board.
- 10.3. The Board of Management must provide support to the CEO.
- 10.4. In the exercise of its governance function and for the better achievement of the objects of JCW and to facilitate the work of the Board of Management, the Board of Management shall from time to time be empowered to establish such sub-committees as are deemed necessary to deal with those particular aspects of JCW's work, which are specified by the Board of Management.
- 10.5. The Board of Management shall appoint sub-committees with terms of reference.
- 10.6. The Board of Management must provide good guidance and oversight and it must monitor progress and protect the interests of the organization's beneficiaries and employees, ensuring accountability to society.
- 10.7. The Board of Management must proactively identify and rectify issues that can impact on the achievement of the objectives of the organization.
- 10.8. The Board of Management must approve the budget, policies and procedures governing the functioning of the organization and its resources and is ultimately responsible for the financial oversight of the organization.
- 10.9. The Board of Management must ensure legal and fiscal compliance.
- 10.10. The Board of Management must undertake self-evaluation on an annual basis in order to mitigate against risks to the organization.
- 10.11. The Board of Management must ensure that there is an established orientation programme for new Board members.

11. OPERATIONAL STRUCTURE (CHIEF EXECUTIVE OFFICER)

- 11.1 The CEO must ensure the implementation of the vision, mission and values of the organization, in line with the objectives and the strategic plans of JCW.
- 11.2 The CEO must ensure fiscal discipline and compliance within the organization.
- 11.3 The CEO must provide effective and direct leadership within JCW.

12. MEMBERSHIP

12.1 TYPES OF MEMBERSHIP

- 12.1.1 Ambassadors/Patrons: shall be persons elected at a Special General Meeting of JCW from persons nominated by the Board of Management as being persons who have rendered special services, or made outstanding contributions to society in general and who shall be entitled to all the privileges of JCW without having to pay any membership fees.
- 12.1.2 Corporate members: shall be such Organization's, club associations, corporate firms, charitable trusts and other entities as may be elected to membership in terms of the constitution, which members shall be entitled to nominate in writing as many representatives as that member desires, which representatives shall be entitled to all the privileges of JCW subject to the provisions of the constitution. Corporate members shall be required to pay membership fees as prescribed.
- 12.1.3 Ordinary Members: shall be persons wishing to become members of the organization and who have made application to the Board of Management in writing as prescribed. After a Member has been accepted they shall be required to pay a membership fee which will be determined from time to time. Employees of the organization may not be members. Direct/immediate relatives of employees (connected persons) may not be members of the Board of Management.
- 12.1.4 Members of the Board of Management: shall be persons elected to serve on the Board of Management. Only members of JCW in good standing shall be qualified to be members of the Board of Management.

12.2 APPLICATION FOR MEMBERSHIP

- 12.2.1 The criteria for approval of membership shall be based on an initial screening and vetting of the applications submitted.
- 12.2.2 Persons wishing to become members shall make application in writing on a form stipulated by the Board of Management.
- 12.2.3. The membership form shall outline the criteria for approval of membership.
- 12.2.4 Persons wishing to serve on the Board of Management must attach their resumes to the application form.

12.3 APPROVAL OF MEMBERSHIP

- 12.3.1. The approval of applicants for membership will be considered by the screening committee established the Board of Management.
- 12.3.2 The closing date for receipt of applications for membership and wishing to serve on the Board of Management shall be the end of May of each year.
- 12.3.3 The Screening committee will provide the Board of Management with a list of nominees for consideration for membership. During the selection process the

committee must have due regard for the knowledge and skills of the nominee. The Board of Management and shall decide whether or not to admit such applicant as a member of JCW.

12.3.4 The Board of Management shall notify each member annually of the membership fee due and payable by the members.

12.3.5 A decision not to accept an applicant as a member of JCW shall be communicated to the applicant and reasons shall be furnished to that applicant in writing. Such a decision shall be final.

12.4 APPROVAL OF MEMBERSHIP

12.4.1 The approval of applicants for membership will be considered by the screening committee which is appointed by the Board of Management.

12.4.2. The closing date for receipt of applications for members wishing to serve on the Board of Management shall be the end of May of each year.

12.4.3. The Screening committee will provide the Board of Management with a list of nominees for consideration for membership.

12.4.4 During the selection process the committee must have due regard for the knowledge and skills of the nominee.

12.4.5. The Board of Management shall decide whether or not to admit such applicant as a member of JCW.

12.4.6. The Board of Management shall notify each member annually of the membership fee due and payable by the members.

12.4.7 A decision not to accept an applicant as a member of JCW shall be communicated to the applicant and reasons shall be furnished to that applicant in writing.

12.4.8. Such a decision shall be final.

12.5. RESIGNATION AS A MEMBER

12.5.1 Any member may resign as a member at any time by giving written notice thereof to the Board of Management.

12.6. FORFEITURE OF MEMBERSHIP

12.6.1 A member shall forfeit his membership of JCW if:

12.6.2 Such member fails to pay his membership fee within the stipulated time; or such member conducts himself in a manner which in the opinion of the Board of Management brings JCW into disrepute.

12.6.3. The Board of Management shall not make any decision involving the forfeiture of a member's membership without giving a written invitation to the member concerned to attend a board of Management meeting to explain why his/her membership should not be forfeited for reasons set out in such written Invitation

12.6.3 Forfeiture of membership shall be made by a majority decision of the Board of Management.

12.6.4 The decision of the Board of Management regarding forfeiture or non-forfeiture of membership shall be final.

12.7 LIST OF MEMBERS

- 12.7.1 Each member shall be obliged to furnish to the Board of Management an address (physical or electronic) to which JCW shall be entitled to forward all correspondence for the attention of such member.
- 12.7.2 The Board of Management shall maintain a list of all members of the organization who are in good standing.

12.8 LIMITATION OF RIGHTS AND LIABILITIES OF MEMBERS

- 12.8.1 Membership of JCW shall not give to any member any propriety right, title or claim to any interest in any of the properties or assets of JCW.
- 12.8.2** Members shall not be liable to meet debts, engagements or liabilities of JCW and their liability shall be limited solely to the amounts due by them in respect of membership fees payable by them in terms of the constitution.

12.9 Rights of Members

- 12.9.1 All members in good standing shall have the right to vote for members to serve on the Board of Management.
- 12.9.2 All members in good standing shall have the right to request in writing, a Special General Meeting if such request is supported by not less than such members as will constitute a quorum at general meetings of the organization.

13. THE ELECTION OF MEMBERS OF THE BOARD OF MANAGEMENT

- 13.1 The members of the Board of Management shall be elected at a Special General Meeting of members prior to an Annual General Meeting of JCW by members present and who have exercised proxy votes, and who are entitled to vote, after first having been nominated as follows:
- 13.2 At any time not less than 21 days prior to the commencement of an Annual General Meeting, any member (by the end of May any member who is in good standing in JCW) may in writing nominate to the Board of Management a member of JCW for election, and
- 13.3 Two (2) nominations shall be required where the member so nominated has agreed to such nomination, and
- 13.4 All members of the Board of Management shall be deemed to have been nominated unless they have, in writing, declared themselves to be unwilling to stand for re-election.

14 QUORUM

- 14.1 At all meetings of the members, (Annual General Meetings, Special General Meetings and General Meetings) the quorum shall be 50% +1 of the members when the meeting commences.
- 14.2 If within half an hour of the time appointed, for the holding of meetings, a quorum is not present the meeting shall be dissolved, unless it is an Annual General Meeting, in which case it shall stand adjourned to such time and place as the chairperson shall appoint, not being later than fourteen days after the adjourned meeting, and due notice shall be sent to all members to that effect.
- 14.3 If at such an adjourned meeting a quorum is not present within half an hour of the time appointed for the holding of such meeting, the members present shall be deemed to be a quorum.

15 CHAIRPERSON OF MEETINGS

- 15.1 The Chairperson of the Board of Management shall preside at every General Meeting provided for in this constitution provided that if he/she is unable to do so, or is not present at the time appointed for the holding of such meeting, the members present may choose the vice-chairpersons of JCW, or if the vice-Chairperson is not present or all those present decline to take the chair, some other member of the Board of Management, or if no such member be present or if all such members present decline to take the chair, some other member of JCW to preside as Chairperson.

16 VOTING

- 16.1 At all Special and General Meetings provided for in this Constitution, any resolution put to the vote of the meeting shall be decided on a show of hands by the majority (unless this constitution specifies otherwise) of members present and entitled to vote unless before or upon the declaration of the result by a show of hands, a poll is demanded in writing by the chairperson or at least six (6) members present at the meeting and entitled to vote, and, unless such a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or not carried by a particular majority shall be conclusive, and an entry to that effect shall be made in the minute book of JCW, which shall be conclusive evidence thereof.
- 16.2 A demand for a poll may be withdrawn.
- 16.3 If a poll be demanded, it shall be taken at such place and in such manner as the chairperson of the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 16.4 All members in good standing shall be entitled to one vote.
- 16.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

- 16.6 The Chief Executive Officer and all ex officio members of the Board of Management shall have no voting rights.
- 16.7 Co-opted members shall have voting rights for the duration of their co-option.
- 16.8 Employees of JCW and other persons called upon from time to time to advise the Board of Management on specific matters shall have no voting rights.

17 MEETINGS OF MEMBERS

17.1 ANNUAL GENERAL MEETINGS

- 17.1.1 The Board of Management of JCW shall hold a meeting of its members, to be its Annual General Meeting, not later than six months after the end of each financial year.
- 17.1.1 The Annual General Meeting of JCW shall be held at such a place and at such a time as the Board of Management shall from time to time determine.
- 17.1.2 The Annual General Meetings shall be held for the purpose of:
 - 17.1.2.1 receiving and approving the report of the Chairperson for the preceding financial year;
 - 17.1.2.2 receiving and approving the report of the Treasurer for the preceding financial year;
 - 17.1.2.3 receiving and approving the audited financial statements of JCW for the preceding financial year;
 - 17.1.2.4 the election/announcement of Ambassador/Patron members;
 - 17.1.2.5 the election/announcement of members of the Board of Management and the members of the Executive Committee for the period until the next Annual General Meeting;
 - 17.1.2.6 considering such resolutions, including amendments to the constitution, in respect of which proper notice has been given; and general discussion.

18. SPECIAL GENERAL MEETINGS

- 18.1.1. The Board of Management may call a Special General Meeting of members of JCW whenever it thinks fit, provided that it shall call a Special General Meeting of members of JCW if requested to do so, in writing, by not less than such members as will constitute a quorum at general meetings of the members of JCW.
- 18.1.2. A Special General Meeting of JCW shall be held at such place and at such time as the Board of Management shall from time to time determine provided that notice of not less than fourteen (14) days has been given.
- 18.1.3. The purpose of a Special General Meeting of members of JCW shall be to consider resolution or resolutions of which proper notice has been given.
- 18.1.4. The Board of Management shall be obliged to call a Special General Meeting of JCW at the request of members, if when requisitioning such meeting, the requesting members set out details of the resolution(s) to be considered.

18.2 NOTICE OF GENERAL MEETINGS

- 18.2.1 Notice of any General Meeting shall set out the hour, day and venue of the

- proposed meeting and shall detail the resolutions to be considered at such meeting.
- 18.2.2 Such notice shall be sent by post and/or by any other electronic communication method including but not limited to fax and e-mail, to each member, or handed to that member, at least fourteen (14) days prior to the meeting, provided that the non-intentional omission to send such notice to any member shall not invalidate such meeting.

19.4. MEETINGS OF THE BOARD OF MANAGEMENT

- 19.4.1 The Board of Management shall meet as often as the business of the organization may require but not less than four (4) times in each financial year, this being inclusive of the Annual General Meeting.
- 19.4.2 At least 14 calendar days written notice with an agenda for the meeting shall be given of all meetings unless the members of the Board of Management agree to accept shorter notice.
- 19.4.2 The chairperson may, and the chairperson shall, on written request of not less than 3 members of the Board of Management, procure the convening of a meeting of the Board of Management provided that the notice setting out such meeting shall set forth the agenda for such meeting.
- 19.4.3 The chairperson, or in his absence, the vice-chairperson, or in the absence of Vice-chairperson, a member of the Board of Management, elected by the remaining members, shall preside at meetings of the Board of Management.
- 19.4.4 All decisions of the Board of Management shall be taken by majority vote and each member shall have one vote with the chairperson or in his/her absence, the presiding member of the meeting, having a casting vote in addition to his/her deliberative vote.

20.1 MEETINGS OF THE EXECUTIVE COMMITTEE

- 20.1.1. The Executive Committee shall meet as often as its business requires, but not less than 4 times per year.
- 20.1.2. In the event that certain decisions require the urgent attention of, and/or decision-making by the Board of Management, the Executive Committee shall circulate the contents of the issue that requires the Board's urgent attention or decision by either fax or e-mail and afford all Board members the opportunity to respond, within at least 24 hours. Should there be no response within the specified time period; the Executive Committee shall be entitled to take a decision on such matter which is in the best interests of JCW.

21. MEETINGS OF SUB-COMMITTEES

- 21.1 At least one (1) office-bearer must serve on a sub-committee.
- 21.2 There shall be three (3) or more persons on a sub-committee.
- 21.3 Sub-committees must report back to the Board of Management regularly in writing

on their activities.

- 21.4 Sub-committees may only make recommendations to the Board of Management.
- 21.5 The Board of Management must, in advance, approve all expenditure incurred by Sub-committees.

22 MINUTES

- 22.1 The Board of Management shall procure that minutes of all meetings are prepared and recorded in a minute book of JCW and minutes signed by the chairperson as being correct, shall be conclusive evidence of the happenings at any meeting of members.
- 22.2 An action plan must be sent out fourteen (14) days after any meeting. Minutes and agendas must be sent out fifteen (15) days before meetings.

23 RESIGNATION AND TERMINATION OF MEMBERSHIP OF THE BOARD OF MANAGEMENT

- 23.1 Any member of the Board of Management may resign by submitting to the Board of Management his/her resignation in writing.
- 23.2 A member of the Board of Management shall cease to be such a member if:
That member is absent without the approval of the Board of Management given in its absolute discretion, for more than three consecutive meetings of the Board of Management, of which due notice has been given;
 - 23.2.1 That member is removed by an ordinary resolution of members at a General Meeting of the organization; and
 - 23.2.2 That member is removed by a resolution of the Board of Management supported by not less than 75% of all members of the Board of Management.
 - 23.2.3 A member of the Board of Management whose membership has been thus terminated must be notified accordingly in writing, with reasons furnished, and must be afforded the opportunity to appeal such termination to be considered by a committee of three(3) members of the Board of Management. The outcome of such appeal must be communicated to the member and to the Board of Management.

24 INDEMNITY

- 24.1 JCW is a limited liability organization.
- 24.2 Each member of the Board of Management is hereby indemnified out of and from the funds and property of JCW against all losses, charges, costs, damages and other liabilities which that member may incur in connection with or about the execution of his duties as a member of the Board of Management and no such member shall be held liable or deemed to be in any way responsible for any act or default of any other member of the Board of Management or any deficiency or insufficiency of title or security whatsoever taken by JCW.
- 24.3 No member of the Board of Management shall be liable for any losses occasioned by the banker or other persons with whom monies or securities of JCW are deposited or entrusted for safe custody, investment or otherwise, nor for any loss, misfortune or

damage which may happen or take place in the execution of that member's duties or as a result thereof.

24.5 A member of the Board of Management shall be liable for all losses or damages which may be occasioned by that member's *mala fide* act or through the member's wilful default or fraud.

24.6 JCW may purchase insurance to protect a member of the Board of Management member as may be determined from time to time; Or JCW against any contingency including, but not limited to any expenses that JCW is permitted to advance for which JCW is permitted to indemnify a Board member or any liability for which JCW is permitted to identify a Board member.

24.7 JCW is entitled to claim restitution from a Board member of JCW for any money paid directly or indirectly by JCW to or on behalf of that Board member.

25. INCOME, ASSETS AND MONIES

25.1 The income, assets and monies of JCW, from whatsoever sources derived, shall be applied solely towards the promotion of the objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profits, to any person, whether a present or past member of JCW, or to any person claiming through such members, provided however that nothing herein contained shall prevent the payment in good faith of the out of pocket expenses of any officer or member of JCW, or the payment in good faith of remuneration to any person (whether a member of JCW or not) for any services rendered to JCW.

25.2 JCW has applied to the Commissioner of the South African Revenue Services and has been granted exemption from taxes and duties. In compliance with the requirements of the Commissioner and in order to maintain its exemption status, that shall bind JCW.

26. FINANCE or FIDUCIARY AND FINANCIAL MANAGEMENT

26.1 YEAR END

The financial year of JCW shall commence on 1 April each year and shall end on 31 March the following year.

26.2 ACCOUNTS

26.2.1 The Board of Management shall cause to be kept such books of account as are necessary to exhibit a true and fair view of the state of JCW'S affairs and such books shall be kept at such place as the Board of Management thinks fit.

- 26.2.2 The management shall cause to be prepared and laid before JCW at each General Meeting, a 'Statement of Comprehensive Income' for the financial year and a 'Statement of Financial Position' as at the end of each financial year.
- 26.2.3 Each balance sheet shall be accompanied by a report of the Board of Management as to the stated conditions of JCW and the report; Statement of Comprehensive Income and Statement of Financial Position, shall be signed by two officers of the Board of Management appointed by that committee for that purpose.

27 AUDIT

- 27.1 At least once in each year the accounts of JCW shall be examined, and the correctness of the relevant income and expenditure account and the balance sheets ascertained by professional auditors.
- 27.2 The auditors shall be appointed annually at the Annual General Meeting.
- 27.3 The remuneration of and if necessary shall be approved at the Annual General Meeting.
- 27.4 Any casual vacancy occurring in the office of the auditors may be filled by an auditor(s) appointed by the Board of Management.
- 27.5 The auditors shall at all times have access to the books of accounts of JCW.
- 27.6 The auditors shall make a report to the members of JCW as to the correctness of the 'Statement of Comprehensive Income' and the 'Statement of Financial Position' of JCW and such reports shall be laid before the members at JCW's Annual General Meeting.
- 27.7 Every account of JCW shall, when audited and approved at an Annual General Meeting of JCW be deemed to be conclusively correct and shall not be re-opened, save if any error be discovered therein within three months after the approval thereof, in which event the account shall be forthwith corrected and thenceforth shall be conclusive.

28. BANK ACCOUNT

- 28.1 JCW shall open such accounts with such banks as may be determined by the Board of Management.
- 28.2 All monies received by JCW shall be paid into, and all payments made by JCW shall be made by cheque drawn on the relevant bank account and/ or by electronic transfer.

29. INVESTMENT VEHICLES

- 29.1 JCW may establish Non-Profit Organisation's ("Organisation's") the aim of which would be to establish a fund for the sole purpose of receiving donations, investing and growing invested funds on behalf of JCW.
- 29.2 These organisations will have their own Board of Directors or Trustees that will ensure that the organisations function for the purpose for which they are established.
- 29.3 The chairperson, the vice-chairpersons and the treasurer of JCW may be part of the Board of Trustees or Board of Directors for these organisations.
- 29.4 All property acquired by these organisations shall be registered in the name of JCW;

- 29.5 The Board of Management of JCW shall be entitled to authorize members of the Board of these organisations as it considers fit, to do such things on behalf of JCW as the Board of Management may deem fit.

30 AMENDMENT OF THE CONSTITUTION

- 30.1 The constitution may not be varied, added to, deleted from or substituted, except at a Special General Meeting of JCW, called in terms of a notice giving full details of the variation, addition, deletion or substitutions.
- 30.2 A resolution varying, adding to deleting or substituting this constitution shall be passed by two-thirds majority of the members at the meeting convened to effect such a resolution.
- 30.3 Notwithstanding anything to the contrary contained in this constitution, any notice of a Special General Meeting of JCW, called to consider a variation, adding to, deleting from or substituting for this constitution shall be given at least twenty eight (21) calendar days before the date of the proposed meeting.
- 30.4 Amendments to the Constitution, a copy of the resolution and a certificate ,signed by a duly authorized office bearer stating that the resolution complies with its constitution and all relevant laws, must be submitted to the Directorate of Non Profit Organisation's and to the Commissioner of the South African Revenue Services for noting and record purposes.

31 DISSOLUTION OF JCW

- 31.1 JCW may only be dissolved by a resolution passed at a Special General Meeting of JCW convened especially for the purposes of considering such dissolution, by two thirds majority of members present.
- 31.2 Notice of any meeting called for the purpose of considering dissolution of JCW shall be given not less than twenty eight (28) calendar days before the date of the proposed meeting and such notice shall set out the purpose of the meeting.
- 31.3 In the event of JCW being dissolved in accordance with the provision of this section, the Board of Management shall be empowered to dispose of the assets of JCW by:
- Firstly redeeming all liabilities of JCW from the funds of JCW, and transferring the balance of the funds and assets of JCW to charitable, religious or educational institutions within the Republic of South Africa selected by the trustees which are themselves exempted from income tax in terms of section 10 (1) (f) of the Income Tax Act.

31.4 Secondly no past or present Member or member of the Board of Management of JCW, is entitled to any part of the net value of JCW after its obligations and liabilities have been satisfied.

31.5 JCW shall as provided in terms of section 30 of the Income Tax Act, therefore on dissolution transfer its assets to: any public benefit organisation which has been approved in terms of section 30 of the Income Tax Act and which has a similar objective to one or more of the stated objects of JCW; or any institution, board or body which is exempt from tax under the provisions of section 10(1)(c A)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or the government of the Republic in any sphere, contemplated in section 10(1)(a) of the Income Tax Act, which is required to use those assets solely for the purposes of carrying on one or more public benefit activities.

32. UTILIZATION OF PROPERTY AND INCOME OF JCW

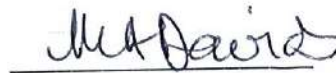
32.1 Any property or income of JCW shall be utilized solely in the furtherance of the aims and objects of JCW. JCW shall be prohibited from transferring any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of the payment in good faith of reasonable remuneration to any employee of JCW for any services actually rendered to it.

APPROVED AND ACCEPTED BY THE MEMBERS OF THE JOHANNESBURG CHILD WELFARE SOCIETY AT AN ANNUAL/SPECIAL GENERAL MEETING OF JCW HELD ON: 18/09/2018

CHAIRPERSON:



CHIEF EXECUTIVE OFFICER:



DATE:

18/09/2018



Schedule A

Requirements of the South African Revenue Service for Exemption from Taxes and Duties

1. As provided for in this Constitution, JCW intends to maintain its status for the exemption from appropriate taxes and duties obtained from the Commissioner of the South African Revenue Services.
2. In compliance with provisions of the Income Tax Act in respect of such exemptions, JCW will be bound by the following provisions:
 - 2.1. JCW may not directly or indirectly distribute any of its funds to any person (except in the course of undertaking a public benefit activity) and is required to use such funds for the object (?) for which JCW was established.
3. JCW is a public benefit organization contemplated in section 18A (1) (b) of the Income Tax Act:
 - 3.1. JCW will within 12 months after the end of the relevant year of assessment, distribute or incur the obligation to distribute at least 75 per cent of all funds received by way of donation during that year in respect of which receipts were issued: Provided that the Commissioner may, upon good cause shown and subject to such conditions as he or she may determine, either generally or in a particular instance, waive, defer or reduce the obligation to distribute any funds, having regard to the public interest and the purpose for which the relevant organization wishes to accumulate those funds; and
 - 3.2. if JCW provides funds to public benefit organizations, institutions, boards or bodies that carry on public benefit activities contemplated in Part II of the Ninth Schedule of the Income Tax Act and to other entities, that donation will be utilized solely to provide funds to a public benefit organization, institution, board or body contemplated in section 18A (1) (a) of the Income Tax Act, which will utilize those funds solely in carrying on activities contemplated in Part II of the Ninth Schedule of the Income Tax Act.
4. Upon its dissolution JCW is required to transfer its assets to any approved public benefit organization, or any institution, board or body which is exempt from tax in terms of section 10 (1) (cA) (i) of the Income Tax Act, whose sole and principal object is to conduct a public benefit activity, or any state department or administration in the national, provincial or local sphere of the government of South Africa, contemplated in section 10 (1) (a) or (b) of the Income Tax Act, and which is required to use those assets solely for purposes of carrying on one or more public benefit activities.
5. JCW is 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 public benefit organization or an institution, board or body which is exempt from tax in terms of section 10 (1) (c A) (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 such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
6. The Board of Management/Executive Committee must comprise of at least three persons not connected in relation to each other and who accept the fiduciary responsibility of JCW.

7. No single member may directly or indirectly control the decision making powers relating to JCW.
8. If JCW has resolved to change its constitution or its name it must send the director of Non Profit Organizations:
 - 8.1. a copy of the resolution and a certificate signed by a duly authorized office-bearer stating that the resolution complies with its constitution and all relevant laws; and
 - 8.2. if JCW has resolved to change its name, the original of its current certificate of registration.
9. JCW shall be required to submit to the Commissioner for the South African Revenue Service a copy of the amendments to this constitution.