



# **CONSTITUTION OF STUDENTS FOR LAW AND SOCIAL JUSTICE**

**ADOPTED 17 JULY 2016  
SLSJ NATIONAL CONGRESS**

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## **BACKGROUND**

Students for Law and Social Justices' commitment to social justice is founded upon an understanding that deep social and economic inequalities exist in our society and responding to these conditions must be our priority in order to make freedom meaningful for the majority of our people.

We recognise that –

South Africa has a history of injustice, discrimination and dispossession, in which law was used as a tool of oppression and segregation in the hands of the oppressive state. Lawyers, often in conjunction with mass movements, used law to resist injustice and to open spaces for political and social progress.

Divisions of race, class, national and ethnic origin, language, sex, gender, sexual orientation, health, religion, economic position, culture, age, belief and opinion must be confronted so that we can unite around a common progressive political vision for our society.

Through our commitment to the achievement of social justice we stand for the advancement of the constitutional values of dignity, equality, human rights and freedoms.

A stand affirmed in our commitment to non-racialism and non-sexism and the supremacy of the Constitution of South Africa and the rule of law.

We recognise the need for a progressive and united student voice – across universities and other tertiary educational institutions, faculties and disciplines – to address the challenges of our society.

## **1. NAME**

- 1.1. The name of the Association is: Students for Law and Social Justice. The abbreviation is “SLSJ”. (hereafter referred to as the “Association”)

## **2. OBJECTS**

- 2.1. The Association is a public, non-profit organisation established for the following sole object:
  - 2.1.1 Advance education regarding the challenges facing our country, continent and world, and about how a progressive rule of law can underpin development and social transformation.
  - 2.1.2

- 2.1.3 Lead students across South Africa to engage in law and organising activities for the advancement of social justice.
- 2.1.4 Provide opportunities for students to engage in public interest litigation work before and after graduation.
- 2.1.5 Work for the transformation of our law schools specifically and universities generally, into socially engaged institutions that recognise the challenges of our society and dedicate themselves to addressing those challenges, whilst working to improve standards and accessibility.
- 2.2. The Association may engage in the following activities to further its aims:
  - 2.2.1. Conducting and supporting the education of its members and broader community about the challenges facing society and about ways to respond through the organising of activities conducive to this aim including but not limited to; mass meetings, research and study groups, seminars and producing print, electronic and digital media.
  - 2.2.2. Engage in activism and mobilisation together with communities, individuals and other student and civil society bodies with similar objects, drawing upon the legal, practical and intellectual resources of the Association's members and the above mentioned groups and institutions.
  - 2.2.3. Express itself respectfully and firmly in the public domain, such that it becomes a reputable voice on matters affecting society, such as but limited to all forms of oppression and unfair discrimination.

### **3. LEGAL STATUS**

The Association is a body corporate with its own legal identity which is separate from its individual members. The Association shall continue to exist even if the members change. The Association may own property, enter into contracts, and sue or be sued in its own name.

### **4. NON-PROFIT DISTRIBUTING CHARACTER**

- 4.1. The income and property of the Association shall be used solely for the promotion of its stated objectives. The members and the office-bearers shall have no rights to the property or other assets of the Association solely by virtue of them being members or office-bearers. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or Management Committee, except as:
  - 4.1.1. reasonable compensation for services actually rendered to the Association;

- 4.1.2. Reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 4.2. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the National Executive Committee (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Association; and should the Association become an approved public benefit organisation:
  - 4.2.1. is a similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act, or
  - 4.2.2. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA), which has as its sole or principal object the carrying on of any public benefit activity, or
  - 4.2.3. any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1) (a) or (b).

The Association intends to apply to the Commissioner for the South African Revenue Service exemption from appropriate taxes and duties. In compliance with the provisions of the Income Tax Act, the provisions set out in the attached Schedule A shall bind the Association and qualify this Constitution.

## **5. POWERS**

The Association, acting through its National Executive Committee, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule B.

## **6. MEMBERS**

- 6.1. Students who wish to participate in the activities of the Association and who pay a fee to join the Association are non-voting members of the Association and will not be able to claim participation on their curriculum vitae or on other applications. The criteria for a person to become a non-voting member are:
  - 6.1.1. A natural person, registered as a student at a tertiary educational institution in South Africa or elsewhere, where a Branch office exists, by virtue of her or his status as a registered student who has tendered to pay registration fees.

- 6.2. A voting member is any person who holds an office of any Branch Executive Committee or National Executive Committee or any member delegated to the Association's National Congress.
- 6.3. The initial voting membership shall be those persons whose names and signatures appear on the attached Schedule C.
  - 6.3.1. The National Executive Committee may admit further members from time to time subject to due compliance with any conditions of voting membership in accordance with the following criteria:
    - 6.3.1.1. A natural person, registered as a student at a tertiary educational institution, in South Africa or elsewhere, who is a non-voting member (in terms of 7.2 above) of the Association or is eligible to become a member of the Association, and holds an office in the Association.
    - 6.3.1.2. Any person who holds office in the Association either at Branch or National level will be a voting member for the period of time that they hold that position.
- 6.4. A voting or non-voting member may resign her or his membership at any time. A resignation of membership is also a resignation from the office that member holds. Such resignation must be in writing and shall be recorded by the General Secretary of the relevant Branch or National Executive Committee. In the case of the general secretary resignation that must be tendered to the National Executive committee directly.
- 6.5. The Branch Executive Committee with the consent of the National Executive Committee may suspend or terminate the membership of any non-voting member on reasonable grounds provided that:
  - 6.5.1. At least fourteen (14) days prior written notice is given to all members of the Branch Executive Committee of the intention to terminate a membership;
  - 6.5.2. The member is given a fair opportunity to make oral or written representation, which ever she or he may choose within a period of seven (7) working days.
  - 6.5.3. At least fourteen (14) days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.
- 6.6. The reasonable grounds referred to above at 7.5 are negligence and misconduct, bringing the organisation into disrepute, misappropriation of funds, violation of laws within the Republic, failure to comply with the code of ethics and conduct of the Association, insubordination towards the Branch Executive committee or the national executive committee (and or including jointly or separately the national secretary general and the national chairperson) as well as any direction or decision given by the Board.

- 6.7. At the end of a reasonable period of suspension, or earlier on the written request of the suspended member, the National Executive Committee, after affording her or him a fair opportunity to be heard, shall reconsider the suspension and, if it does not decide to reinstate the suspended member, her or his membership terminates automatically.

## **7. STRUCTURE OF THE ASSOCIATION**

### **7.1. The National Executive Committee**

- 7.1.1. The National Executive Committee is the administrative body of the Association and is responsible for its day to day running. The National Executive Committee is also responsible for governance and the distribution of funds to Branches. It has the capacity to make policy and financial decisions regarding the Association.
- 7.1.2. The National Executive Committee may make standard rules in writing for the conduct of the Branches, special purpose committees and/or for the conduct of office bearers, which shall be adhered to unless revoked or changed in writing by resolution at a general meeting. Standard rules must be communicated to all members in the same manner as notice of a general meeting.
- 7.1.3. The National Executive Committee may assemble in order to administer the practical coordination of the Association. Any such decision made by the National Executive Committee must be communicated to the Branch Executive Committees as soon as reasonably possible thereafter.
- 7.1.4. The National Executive Committee must approve or amend the proposed budgets of the Branch Executive Committees.
- 7.1.5. **Composition**
- 7.1.5.1. The National Executive Committee shall comprise of at least the following positions:
- President
  - Secretary General,
  - Treasurer,
  - Research and Education Coordinator, and
  - Ex Officio member shall form
  - The position of Community Service Coordinator (CSC) shall also sit at the national level however due to this portfolio being appointed they will be a non-voting member of the National Executive Committee.

7.1.6. **Resignation**

7.1.6.1. A member of the National Executive Committee may tender her or his resignation with reasonable notice, in writing at any time, to the National Executive via the National Executive Committee. Such resignation shall be effected upon acceptance by the National Executive Committee.

7.1.7. **Elections**

7.1.7.1. The members of the first National Executive Committee shall be elected at the General Meeting at which this Constitution is adopted, and shall hold office until the first Annual General Meeting after such appointment, when all of them shall vacate office. At the first Annual General Meeting, the members will elect a new National Executive Committee. Thereafter, a new National Executive Committee shall be elected at each succeeding Annual General Meetings.

7.1.7.2. Outgoing National Executive Committee members shall be eligible for re-election for one more term of office.

7.1.7.3. National Executive Committee members shall be members of the Association.

7.1.7.4. An Ex Officio member of the National Executive Committee shall be voted in by the current National Executive Committee, from the current National Executive Committee to serve on the next NEC. This person need not be a student at the time of holding office as Ex Officio.

7.1.7.5. The Community Service Coordinator shall be appointed by both the incumbent and newly elected National Executive Committee jointly immediately after or as soon as reasonably possible following the election of the new National Executive Committee. The current National Executive Committee will call for applications for this position and the same processes will apply to this position as it is for other National Executive Committee positions save for the voting in of this office bearer.

7.1.7.6. The Community Service Coordinator shall be appointed at the National Congress or soon as possible thereafter but no later than the commencement of the National Executive Committee handover meeting.

7.2. **Branch Executive Committee**

7.2.1. A Branch of the Association shall be located at any tertiary educational institution, in South Africa or elsewhere, which is authorised to admit students to pursue tertiary education, and shall be established under the direction and recognition of the National Executive Committee.

- 7.2.2. An institution may establish branches under the Association and use its name and identity at different campuses of the same institution, provided that one campus is not situated within a 5 kilometres (5km) radius of another.
- 7.2.3. A Branch Chairperson shall within sixty (60) calendar days from the start of the month of August of any given academic year, convene a general meeting of the Association's Branch annual general meeting and elect a new Branch Executive Committee.
- 7.2.4. The Branch Executive Committee shall direct and administer the affairs of the Branch in under the directive of with the National Executive Committee, in a manner which respects and promotes the objects of the Association and the National Agenda for the given period of time.
- 7.2.5. Each Branch Executive Committees shall create their own Code of Conduct within thirty (30) days of the Branch Executive Committee coming into office; both for members as well as the Branch Executive Committee. This Code must first comply with the National Executive Committee Code of Conduct.
- 7.2.6. The National Executive Committee may approve of or suggest amendments to the Code of Conduct within thirty (30) days after receipt thereof.
- 7.2.7. Any amendments to a pre-existing code of conduct must be approved by the National Executive Committee by a majority vote before it can be enforced.
- 7.2.8. Each Branch Executive Committee must create an Annual Budget and submit it to the National Executive at least four months before the end of the financial year for planned expenses in the forthcoming year.
- 7.2.9. **Elections**
- 7.2.9.1. Procedure for branch elections will be given to branch executives at the first National Congress and may only change with two thirds (2/3) majority of their Branch Executive Committee subject to approval of the National Executive Committee.
- 7.2.10. **Composition**
- 7.2.10.1. A Branch Executive Committee shall consist of at least five (5) members and a maximum of eight (8) of that Branch of the Association and include the positions of Chairperson; Secretary General; Treasurer; Research and Education Coordinator; Activities Coordinator and an Ex Officio who will monitor the process adopted at national level.
- 7.2.11. **Resignation**

- 7.2.11.1. A member of a Branch Executive Committee may tender her or his resignation with reasonable notice, in writing at any time to the Branch Executive Committee. Such resignation shall be effected upon acceptance by the Branch Executive Committee.
- 7.2.11.2. New elections will have to be held within thirty (30) days of the acceptance of the resignation of either the Chairperson or the Secretary General.
- 7.2.11.3. Any other member of the Branch Executive Committee shall be appointed by the Branch Executive Committee. In the event of a stale mate, then the Chairperson will cast the deciding vote.

### 7.3. **The Management Board**

- 7.3.1. The Management Board is a body of appointed individuals who provide mentorship, guidance and strategic support, to ensure financial accountability as well as administrative accountability on the National Executive Committee to ensure that this Constitution is abided by at all times, and to act on behalf of or represent the Association in its external affairs.
- 7.3.2. The Management Board will monitor and control the finances of the Association by approving budgets and releasing funds on bi-annual bases to the National Executive Committee.
- 7.3.3. The Management Board is not comprised of members of the Association and therefore will conclude its own Code of Conduct. However, guidance on the above stated Code of Conduct will be given after National Congress by members of the Association.

### 7.3.4. **Composition**

- 7.3.4.1. The initial membership of the Management Board will be appointed by the National Executive Committee, in consultation with former members of the association. Thereafter, all further appointments to the board will be made by the Board following recommendations by the National Executive Committee.
- 7.3.4.2. A Management Board member shall have a non-renewable term of no more than three (3) years.
- 7.3.4.3. The Management Board shall have no less than three (3) and no more than seven (7) members at any time.

### 7.3.5. **Resignation**

- 7.3.5.1. A member of the Management Board may tender her or his resignation with reasonable notice, in writing at any time, to the Management Board. Such

resignation shall be effected upon acceptance by the other members of the Management Board.

7.3.5.2. The remaining members of the Management Board must appoint a new member within reasonable time. The Management Board must elect a Board Chairperson at its first sitting who will serve a non-renewable term of three (3) years as a Chairperson. The Chairperson will call Management Board meetings as well as receive records and financial requests on behalf of the National Executive Committee.

7.3.5.3. The Chairperson shall receive a monthly update from the President of the Association from the affairs in the state of the Association.

#### 7.4. **Procedure at National Executive Committee Meetings**

7.4.1. The National Executive Committee shall conduct its meetings at least once every four (4) months, of which at least two (2) per year must be conducted in person. The Chairperson of the Management Board must attend these meetings. The National Executive Committee may conduct more meetings if it deems it necessary, provided that:

7.4.1.1. The President, or in his or her absence, the General Secretary, shall chair all meetings of the National Executive Committee which she or he attends. In the absence of the President and the General Secretary, the remaining members of the National Executive Committee shall elect a chairperson from those attending.

7.4.1.1.1. The Chairperson shall convene a meeting of the National Executive Committee, quarterly and at the written request of any two (2) members of the National Executive Committee and may convene such a meeting at any other time.

7.4.1.1.2. The quorum necessary for the transaction of any business by the National Executive Committee shall be two-thirds (2/3) of the National Executive Committee members serving at any given time and the Chairperson of the Management board or his or her representative.

7.4.1.1.3. At meetings of the National Executive Committee each member shall have one (1) vote except the Community Service Coordinator.

7.4.1.1.4. 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.

7.4.1.1.5. The Management Board Chairperson or any member of the board designated by him shall hold a veto power over all decisions regarding budgets and financial management.

- 7.4.1.1.6. Proper minutes shall be kept of the proceedings of the National Executive Committee, and a record of the persons present at each meeting. These minutes must include the financial costs of the meeting and must be completed and added to the meeting minutes no more than twenty (20) days after the closure of the meeting. These minutes shall be signed by the member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the National Executive Committee, and on two (2) days' notice to the Secretary General, by any member of the Association.
- 7.4.1.1.7. A resolution signed by all members of the National Executive Committee shall be as valid as if passed at a duly convened meeting of the National Executive Committee. The Board Chairperson or any member of the board designated by him will retain veto power over resolutions.
- 7.4.1.2. The National Executive Committee may delegate any of its powers to any of its members, or to a special purpose committee. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the National Executive Committee from time to time.

## 7.5. **General Powers and Provisions of Delegation**

- 7.5.1. For the effective administration and functioning of the Association the National Committee and Branch Executive Committee may:
- 7.5.1.1. Specifically delegate in writing any of its powers or functions to one or more individual members of the Association, provided that such delegation shall not exceed a limited time period determined at the time of delegation, shall be revocable in writing at any time and shall not have the effect of supplanting the power and function of such committee in its entirety.
- 7.5.1.1.1. Notice of delegation must be recorded in writing and communicated to the General Secretary of the National Executive Committee as soon as reasonably possible after such delegation is made.
- 7.5.1.1.2. For the more effective achievement of the objects of the Association, one or more special purpose committees may be established subject to the direction of the respective committee and which may discontinue any committee so established.
- 7.5.1.1.3. At all times, subsequent to its election, the committees mentioned above shall be subject to collective recall and their members to re-election at any General Meeting of the Association.

## 7.6. **General Meetings**

**7.6.1. Annual General Meeting**

7.6.1.1. An Annual General Meeting of the Association shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held within fourteen (14) months of the last AGM. held within three (3) months of the end of each financial year.

7.6.1.2. Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and, in broad terms, the business to be transacted at the meeting.

7.6.1.3. The business of an Annual General Meeting shall include:

7.6.1.3.1. The presentation and adoption of the Annual Report of the Secretary-General;

7.6.1.3.2. The consideration of the Annual Financial Statements;

7.6.1.3.3. The election of members to serve on the National Executive Committee for the following year;

7.6.1.3.4. The appointment of Auditors;

7.6.1.3.5. Resolutions to change policy. These resolutions may limit the powers of the National Executive Committee by provision of clauses delegating certain decisions to the membership at Annual General Meetings.

7.6.1.3.6. Other matters as may be considered appropriate.

**7.6.2. Attendance and Representation at the Annual General Meeting**

**7.6.2.1. Branch Delegation**

7.6.2.1.1. Each Branch of the association has a right to attend and participate in the annual general meeting. This participation and attendance is determined by a delegation system. Each Branch will have delegates that attend Annual General Meeting on behalf of the larger constituency of that specific Branch.

7.6.2.1.2. Each Branch is allocated 6 seats at annual general meeting, the chairperson of each Branch having a mandatory seat and 5 voted delegate seats, inclusive of National Executive Committee candidates.

- 7.6.2.1.3. Any member that has applied to be considered for a position in the office of the National Executive Committee automatically receives a mandatory seat by of their position as a candidate.
- 7.6.2.1.3.1. In order to run for any seat, the candidate must be an active member of the Association for a minimum of twelve (12) months;
- 7.6.2.1.3.2. They must be a registered student for the period of the intended term of office at the same institution that they are a branch member;
- 7.6.2.1.3.3. They must be in good academic standing;
- 7.6.2.1.3.4. They must have at least two written references;
- 7.6.2.1.3.5. The above requirements are not applicable at the Annual General Meeting at which this version of the Constitution is adopted on the 17 July 2016.
- 7.6.2.1.4. In an instance where two or more people from one Branch have applied to be elected for the same portfolio, that Branch to which the applicants are affiliated to, must hold preliminary elections (by-elections) at a Special General Meeting or by the Chairperson to determine which of the candidates must run for the portfolio and attend the annual general meeting in that mandatory seat.
- 7.6.2.1.5. No seats will automatically be granted for the annual general meeting seats and all members including Branch Executive Committee members will have to be voted for in order to attend the annual general meeting say for those mentioned and who qualify under 8.6.1.2 and 8.6.1.3.
- 7.6.2.1.6. The Chairperson of the Branch will call a Special General Meeting at least two weeks before the date of the Annual General meeting at which the delegates would be voted for. The reason and purpose of the meeting will be fully communicated to members and will be made available in a public domain.
- 7.6.2.1.7. This Special General Meeting will require a minimum of forty percent (40%) of the Branches membership to be present in order for the meeting to proceed.
- 7.6.2.1.7.1. In a case where quorum for the first sitting of the meeting is not met, the meeting will be postponed to a period not exceeding five (5) working days of the first sitting of the meeting which will be communicated to members as soon as possible not exceeding twenty four (24) hours off the adjournment of the meeting.
- 7.6.2.1.7.2. The second sitting of the Special General Meeting will require at least five (5) members to be present in order for the meeting to proceed and for

quorum to be met. The second sitting may only take place twenty four (24) hours after the notice of set down has been communicated.

7.6.2.1.7.3. In a case where there are less than ten (10) members of a Branch present at a Special General Meeting, the National Executive Committee must be informed within twenty four (24) hours with all communications on the Special General Meetings regarding this matter together with all necessary information including but not limited to the minutes of the meetings. The National Executive Committee will then adjudicate whether the meeting will have to be called for a third time based on the principal of fairness or whether they all accept the outcome of the Special General Meeting.

7.6.2.1.8. All members of the association may run to attend the delegation election.

7.6.2.1.8.1. An active member is a member who has completed a membership form, has paid membership fees for that particular year and is a member who is not currently suspended;

7.6.2.1.8.2. One who makes meaningful contributions towards the organisation. Deciding on whether or not a member has made meaningful contributions is at the discretion of the branch following a monitoring system.

7.6.2.1.8.3. If any member is dissatisfied with the decision taken in 8.6.2.1.8, then that person may appeal directly to the National Executive Committee in writing.

7.6.2.1.8.4. Failure to follow the requisite procedure as stated in 8.6.2.1.8.3 will result in delegates only having observer status at the National Congress.

#### 7.6.2.2. **Quorum at Annual General Meeting**

7.6.2.2.1. The quorum for the annual general meeting will be met when:

7.6.2.2.1.1. The attendance of all delegates of 2/3 of all recognised Branches are present at the start of the annual general meeting; or

7.6.2.2.1.2. If 2/3 of the amount of delegates who would ordinarily attend are present.

7.6.2.2.2. Each delegate at the annual general meeting has 1 vote.

#### 7.6.2.3. **Resolutions and Voting**

7.6.2.3.1. At all Annual General Meetings, 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 the Chairperson or not less than one third (1/3) of the persons voting in person. The result of the vote shall be the resolution of the meeting.

- 7.6.2.3.2. Each member present or represented at such meeting shall be entitled to one (1) vote.
- 7.6.2.3.3. 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.
- 7.6.2.3.3.1. The chairperson will be the only person not forming part of the membership for the purposes of this meeting. The chair will be assisted by outgoing NEC members who are not running for office. In a case where the chair is running for re-election, the next most senior NEC member who is not running for election will chair the AGM.
- 7.6.2.3.4. The election will be run as is any Branch Executive Committee election.
- 7.6.2.3.5. In a case where no applications are made for a particular portfolio, nominations and seconding's will come from the floor.
- 7.6.2.3.6. The election will be by secret ballot process.
- 7.6.2.3.7. In the case of a tie, there will be a second round of voting.
- 7.6.2.3.8. If a third tie arises then the chairperson of the election will be allowed to cast the deciding vote.
- 7.6.2.4. **Election and Nomination for National Executive Committee at Branch Level**
- 7.6.2.4.1. Any member of the Association that so wishes to serve in the National Executive Committee, must file an application with their respective Branch chairperson stipulating which portfolio they are running for at least thirty (30) days before the Annual General Meeting.
- 7.6.2.4.2. A member may not run for more than one portfolio.
- 7.6.2.4.3. The Branch chairperson must then call a Special General Meeting, wherein candidates for National Executive Committee positions will be nominated and endorsed by the Branch.
- 7.6.2.4.4. In an instance where there are two or more people running for a particular portfolio, the Branch Chairperson must call for a by-election to determine which candidate will form part of the annual general meeting delegation and run for the portfolio.
- 7.6.3. **Annual General Meeting Processes for Election of New National Executive Committee**

- 7.6.3.1. Outgoing members of the National Executive Committee have voting powers except for the National Executive Committee member chairing the Annual General Meeting.
- 7.6.3.2. All other delegates constitute the voters role.
- 7.6.3.3. Voting must be done through a secret ballot system on official voting documents of the Association.
- 7.6.3.4. All ballot papers will be printed and provided by the chairperson of the session.
- 7.6.3.5. All vote counting will be conducted by a body constituting all branch chairpersons. Candidates may also appoint an independent agent to participate in the voting counting process. If a branch chairperson is running for office it is mandatory that an agent be sent. This will require a minimum of two independent people to be in attendance during the entire voting process.
- 7.6.3.6. Each delegate will be given one secret and independent vote.
- 7.6.3.7. In the event of a tie, a second round of voting must be called to determine the vote.
- 7.6.3.8. The candidate with the majority votes wins the election for the relevant portfolio.
- 7.6.3.9. Each delegate will constitute one separate vote.
- 7.6.3.10. In order for voting of office bearers at the annual general meeting to be valid, two-thirds of the delegates required to validate an Annual General Meeting, must be present at the time of voting or two-thirds of all recognised Branch delegates must be present in their entirety at the time of voting or two thirds (2/3) of all delegates to the Annual General Meeting must be present.
- 7.6.3.11. All further voting procedures, processes or conflict resolutions will have to be decided upon at Annual General Meeting itself by delegates prior the commencement of the elections. Rules must be adopted and must be in line with this Constitution. In any instance where the rules adopted by the Annual General Meeting do not cater for the situation at hand the floor will make suggestions to which the chair will have discretions as to how the chair wishes to proceed. Any such decision may be challenged by the floor and maybe changed by a (2/3) majority of members present by a transparent vote only.

#### 7.6.4. **Minutes**

Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson

of the meeting, and shall be available for inspection or copying by any member on two (2) days' notice to the Secretary or his or her deputy.

**7.6.5. Powers**

Subject to the provisions of Clause 8.1.1.2 above, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

**7.7. Notices**

7.7.1. Notice of all meetings provided for in this Constitution, shall be delivered personally, or sent by electronic mail, to the last address notified by each person concerned to the Association, or in any other manner as the Management Committee may decide from time to time.

7.7.2. The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.

7.7.3. If posted, notices shall be deemed to have been received seven (7) days after posting.

**8. FINANCIAL MATTERS**

**8.1. Bank Account**

8.1.1. When interpreting this section the Financial Policy which must be drafted by the National Executive Committee, must be applied.

8.1.2. The National Executive Committee shall open a bank account in the name of the Association with a registered Bank or Building Society. The National Executive Committee shall ensure that all monies received by the Association are deposited in the abovementioned bank account as soon as possible after receipt. The National Executive will distribute funds in terms of approved budgets for the Branch Executive Committees.

8.1.3. The Branch Treasurers must report to the National Executive Committee on a quarterly basis.

8.1.4. All donations and other funds received by the Association must be deposited into the account of the National Executive Committee. If monies are earmarked

for a specific purpose then the National Executive Committee is responsible for ensuring that it is distributed appropriately including funds received for branch purposes.

- 8.1.5. For the promotion of effective financial management and control, a Branch Executive Committee must open a bank account, in the name of that Branch. All standard rules relating to the financial management of the Association shall be complied with and the Treasurer of the National Executive Committee is authorised to view statements of such account.

## 8.2. **Signatures**

- 8.2.1. All cheques, promissory notes and other documents, regarding the expense of the National Executive Committee, requiring signature on behalf of the National Executive Committee of the Association shall be signed by two (2) of the National Executive Committee members one of whom must be the Treasurer.

- 8.2.2. All cheques, promissory notes and other documents regarding the expense of the Branch Executive Committee, requiring signature on behalf of the Branch Executive Committee of the Association shall be signed by two (2) of that Branch Executive Committee members one of whom must be the Treasurer.

- 8.2.3. Signing can be done remotely or sent electronically.

## 8.3. **Financial Year End**

- 8.3.1. The Association's financial year-end shall be end of March.

## 8.4. **Financial Records**

- 8.4.1. The National Executive Committee shall ensure that the Association keeps proper records and books of account which fairly reflect the affairs of the Association. These financial records must be made available at the annual General Meeting every year and at the end of the financial year. Financial records must also be made available on request.

- 8.4.2. If the Branch Treasurer fails to submit the reports, the following measures must be taken:
- i. Two written warnings must be served consecutively;
  - ii. Followed by suspension;
  - iii. Thereafter an expulsion;
  - iv. Or any other reasonably reasonable steps in light of the circumstances.

## **8.5. Annual Narrative Report and Financial Statements**

- 8.5.1. The Management Committee shall ensure that the Association prepares an annual narrative report describing the Association's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 8.5.2. Within two (2) months after drawing up the Annual Financial Statements, the Management Committee shall ensure that:
  - 8.5.2.1. The Association arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the Association and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.
- 8.5.3. A copy of the Annual Financial Statements and annual narrative report shall be made available to all members two weeks after the close of the financial year.

## **9. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

- 9.1. The terms of this Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of sixty six per cent (66%) of the members present at a General Meeting: provided that proper notice of the meeting is given not less than twenty eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.
- 9.2. Upon dissolution of the Association, and after the discharge of its obligations, all of the Association's remaining assets shall be donated to an organisation with similar objectives to be determined by the Management Board.

## **10. INDEMNITY**

- 10.1. Subject to the provisions of any relevant statute, members of the National Executive Committee and other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.
- 10.2. Subject to the provisions of any relevant statute, no member of the National Executive Committee and or other office bearer of the Association 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.

## **11. DISPUTES**

- 11.1. In the event of a serious disagreement between the members of the National Executive Committee and/or the Association regarding the interpretation of this constitution then any two (2) National Executive Committee members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and is addressed to the Management Board.
- 11.2. The Management Board shall consider such declaration within two (2) weeks of receiving it. Should the Management Board not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 11.3. Should the dispute be referred to a mediator, the person(s) declaring the dispute and the National Executive Committee must agree on a suitable mediator and to the costs of that mediation. A mediator may recommend an appropriate resolution of the dispute.
- 11.4. In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the National Executive Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 11.5. The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.
- 11.6. The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.
- 11.7. The person(s) declaring the dispute and the National Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.
- 11.8. The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

Dated at \_\_\_\_\_ on \_\_\_\_\_

Signature: \_\_\_\_\_  
President

Signature: \_\_\_\_\_  
Secretary General

Signature: \_\_\_\_\_  
Treasurer

Signature: \_\_\_\_\_  
Research and Education Coordinator

Signature: \_\_\_\_\_

Community Service Coordinator

Signature: \_\_\_\_\_  
Ex Officio member

Witness 1: \_\_\_\_\_

Witness 2: \_\_\_\_\_

## **SCHEDULE A: REQUIREMENTS OF THE COMMISSIONER FOR THE SOUTH AFRICAN REVENUE SERVICE FOR EXEMPTION FROM TAXES AND DUTIES**

As provided for in Clause 5.3 of this Constitution, the Association intends to apply to the Receiver of Revenue for the exemption from appropriate taxes and duties. In compliance with the anticipated requirements of the Commissioner in respect of such exemptions, the following provisions shall bind the Association:

***1. In the case of a PBO seeking an exemption from income and other related taxes only, in terms of section 10(1)(cN) of the Income Tax Act, as amended:***

Carry out all its public benefit activities (or substantially the whole thereof) in the Republic, unless the Minister of Finance ("the Minister"), having regard to the circumstances of the case, directs otherwise.

or

***In the case of a PBO seeking a section 10(1)(cN) exemption from income and other related taxes and donor deductible status in terms of sections 10(1)(cN) and 18A, respectively, of the Income Tax Act, as amended:***

Carry on its public benefit activities in the Republic.

***2. Only in the case of a PBO which provides funds solely to any income tax exempt PBO seeking a section 10(1)(cN) exemption from income and other related taxes only and section 18A donor deductible status, as described in section 18A(1)(b) of the Income Tax Act, as amended.***

During the year of assessment proceeding the year of assessment during which the donation is received, distribute or incur the obligation to so distribute at least 75% of the funds received. Provided that the Minister may on 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 at least 75% of its funds having regard to the public interest and the purpose for which the relevant organisation wishes to accumulate those funds.

***3. Carry on its public benefit activities in a non-profit manner.***

4. Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its objects.
5. Submit to the Commissioner a copy of and a copy of any amendment to the Constitution, Will or other written instrument under which it has been established.
6. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organisation and no other single person directly or indirectly controls the decision making powers relating to that organisation: Provided that the provisions of this sub-paragraph shall not apply in respect of any trust established in terms of a will of any person who died on or before 31 December 2003.
7. In the event of the Association investing funds, invest such funds :
  - 7.1. with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990); and/or
  - 7.2. in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) ; and/or
  - 7.3. in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations;  
  
Provided that the provisions of this sub-paragraph do not prohibit any such organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.
8. Be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that:
  - 8.1. the gross income derived from such business undertaking or trading activity does not exceed the greater of :

- 8.1.1. five percent (5%) of the gross receipts of such public benefit organisation; or
- 8.1.2. fifty thousand Rand (R50 000,00);
- 8.2. the undertaking or activity is:
  - 8.2.1. integral and directly related to the sole object of such public benefit organisation; and
  - 8.2.2. carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;
- 8.3. the undertaking or activity, if not integral and directly related to the sole object of such public benefit organisation as contemplated in clause 8.2.1, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or
- 8.4. the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to:
  - 8.4.1. the scope and benevolent nature of the undertaking or activity;
  - 8.4.2. the direct connection and interrelationship of the undertaking or activity with the sole purpose of the public benefit organisation;
  - 8.4.3. the profitability of the undertaking or activity; and
  - 8.4.4. The level of economic distortion that may be caused by the tax-exempt status of the public benefit organisation carrying out the undertaking or activity.
9. Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor (other than a donor which is an approved public benefit organisation 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 on or 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.

10. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
11. Has not and will not pay any remuneration as defined in the Fourth Schedule, 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 objects.
12. Comply with such reporting requirements as may be determined by the Commissioner.
13. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in section 30(b)(iii) of the Act are utilised for the purpose for which they are provided.
14. Become registered in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act, unless the Commissioner in consultation with the Director or Non-profit Organisations designated in terms of section 8 of the Non-profit Organisations Act, 1997, on good cause shown, otherwise directs.
15. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.
16. 16. Ensure that any books of account, records or other documents relating to its affairs are:

- 16.1. where kept in book form, retained and carefully preserved by any person in control of the organisation, for a period of at least four years after the date of the last entry in any such book; or
  
- 16.2. Where not kept in book form, are retained and carefully preserved by any person in control of the organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.

## **SCHEDULE B: GENERAL ADMINISTRATIVE AND INVESTMENT POWERS**

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
3. To open and operate accounts with registered banks and building societies.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in Schedule A Clause 7 above.
5. To accept donations made to the Association and retain 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 and intangible assets of whatsoever nature:
  - 6.1. to purchase or acquire property and assets;
  - 6.2. to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
  - 6.3. To donate and transfer the property and assets of the Association to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
7. To borrow and to use the property or assets of the Association 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 Association.
9. To execute any act or deed in any deeds registry, mining titles or other public office.
10. To work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
11. To exercise all the management and executive powers that is normally vested in the Board of Directors of a Company.

12. To exercise all the powers and authority of the Association not only in the Republic of South Africa but in any other part of the world.

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**SCHEDULE C: SCHEDULE OF INITIAL MEMBERS**

<b>Name</b>	<b>Address</b>	<b>Date</b>	<b>Signature</b>
1. Tinotenda Muringani	Walter Sisulu University Nelson Mandela Drive Private Bag X1 Mthatha, Eastern Cape		
2. Lebohang Dube	21 Habbor View Road Mountclair, Durban KwaZulu-Natal		
3. Kyle Dalton	6 Blackberry Street Zwartkop x4, Centurion 0157 Gauteng		
4. Siyabonga Ngcamu	16 Les De Jager Drive Lincoln Meade Pietermaritzburg, KwaZulu-Natal		
5. Nikhiel Deeplal	Apartment 102, Melville Estates Main E Road, Melville Johannesburg, Gauteng		