



CONSTITUTION

1. Name

The name of the Voluntary Organisation is PATHWAYS ROODEPOORT. (NPO 034-468 as registered in terms of the Non Profit Organisations Act, 1997).

2. Definitions

2.1. In this constitution and related documentation, unless the context indicates otherwise, the following words shall have the meanings as described to them hereunder:

2.1.1. “the Centre Pathways Roodepoort;

2.1.2. “members” Ordinary members of the Centre;

2.1.3. “management committee” the Management Committee of the Centre appointed in terms of this constitution.

2.2. The headings of clauses are included for convenience only and shall not affect the interpretation of this constitution.

2.3. Words importing the masculine gender shall include female and neuter genders, and vice versa and words in the singular number shall include the plural and vice versa.

3. Legal Nature of the Centre

The Centre shall comprise a voluntary association of members capable of acquiring movable and immovable property in its own name and of suing and being sued in its own name and having perpetual succession.

4. Object of the Centre

The object of the Centre is to provide facilities for the benefit of children with severe disabilities and guidance of their families in this regard. The maximum children at the Centre will be 40.

5. Powers

The powers of the Centre, which shall be exercised by the Management Committee, are to perform any legal acts which a natural person of full legal capacity can perform, including the entering into of any agreements or transactions of any kind, whether of a commercial nature or otherwise, subject only to the exclusion of certain powers as set out herein. The Centre also has all the power necessary and/or incidental to the achievement of its objects.

6. Funds

6.1. The Centre shall obtain funds from tuition fees paid on behalf of children who attend the Centre and from fund raising conducted by the Centre, provided that the Centre shall be exempt from Income tax in terms of section 10 (1) (cN) of the current Income Tax Act. Upon registration with the Directorate as a Non Profit Organisation, the fund raising number will be received.

6.2. The funds may be used to acquire movable and immovable property and pay the costs of running expenses of the Centre, which include reasonable payment to the employees and agents.

6.3. Funds may be invested and accumulated for future use, but no portion of the funds or assets of the Centre may be transferred by way of profit or dividend to any person or any other party. Any surplus funds will be carried over towards the funding requirements of the following year.

7. Memberships

7.1. There shall be only ordinary members.

7.2. The following persons may apply for membership of the Centre.

7.2.1. Parents of children who currently or have previously attended the Centre

7.2.2. Any person who supports objectives of the Centre

7.3. The Management Committee shall consider applications for membership of the Centre.

7.4. All members are bound by this constitution and any amendment thereof.

7.5. A register of members shall be kept and any extract there from certified by a member of the Management Committee or nominee of the managing agent shall be prima facie proof of the correctness thereof.

7.6. If a juristic person becomes a member, it shall nominate a natural person as its representative who shall have the right to exercise its rights.

7.7.No Management Committee member or any other member shall receive remuneration for any services rendered, or receive any financial gain directly or indirectly for services offered, goods sold or referrals, directly or from any third party, without written consent from ALL members of the Management Committee.

8. Management Committee

8.1.The affairs of the Centre shall be controlled by the Management Committee, which shall consist of not less than three (3) persons and not more than seven. (7)

8.2.The members at each annual general meeting held in terms of this constitution shall elect the Management Committee. Where practical, at least 50 % of the members of the Management Committee shall be parents of the children attending the Centre at that time.

8.3.The committee may invite the Centre Manager (otherwise known as 'the principal' or 'school principal') to meetings. The Centre manager will be a fulltime non-executive member of the Committee.

8.3.1. Any Centre Manager may be invited to Management Meetings when deemed necessary by the Management Committee. The Centre Manager will be a fulltime non-executive member of the Committee.

8.3.2. The Centre Manager shall have no voting powers at meetings.

8.4.The Management Committee shall not be required to give security to any person for the due performance of their duties.

8.5.Any act performed by the Management Committee in the name and on behalf of the Centre shall be valid and binding on the Centre.

8.6.The Management Committee is indemnified by the Centre against any claim arising from any loss resulting from the bona fide exercise of their powers.

8.7.At every annual general meeting the members of the Management Committee who were elected by the members at the previous annual general meeting shall retire but shall all be eligible for re-election.

8.8.Any casual vacancy shall be filled by a person as appointed by the remaining members of the Management Committee.

- 8.9. If ever there are no persons on the Management Committee who have been elected in terms of the provisions of this clause, the auditors shall convene a special general meeting for the purpose of electing replacements for those members no longer serving on the Management Committee. If no such meeting is called within ten (10) days of a written request by any member, then any member may convene such a meeting and the Centre shall pay the reasonable costs relating thereto.
- 8.10. A member of the Management Committee may nominate an alternate with no voting rights and no executive powers, to act in his stead during his absence.
- 8.11. A member of the Management Committee shall cease to hold office if he dies, resigns, is sequestered, is declared unfit to be a director of a company, or if a special resolution is passed dismissing him.
- 8.12. The Management Committee shall determine the procedure at and relating to their meetings, provided that a quorum should be five (5).
- 8.13. Any resolution signed by all members of the Management Committee, even if at different times and at different places shall be as valid and effective as a resolution passed at a meeting duly called.
- 8.14. If any law requires a management association, the Management Committee shall be the management association representing members.
- 8.15. The Management Committee shall appoint a Chairperson to the committee on the first meeting held who must accept the position in writing.

9. Powers of the Management Committee

The powers of the Management Committee include, inter alia, the following:

- 9.11. to invest and apply funds as they deem in the best interests of the Centre;
- 9.12. to acquire movable and immovable property in order to achieve the objectives of the Centre;
- 9.13. to alienate and encumber the assets of the Centre, and to borrow money;
- 9.14. to delegate their powers or any of them, except the power to borrow money or to alienate or encumber assets;
- 9.15. to enter into agreements;
- 9.16. to bring or defend any legal or other proceedings;

- 9.17. to increase the number of members of the Management Committee, and to co-opt additional members on the Management Committee until the next general meeting;
- 9.18. to authorize the release and use of funds;
- 9.19. to determine the tuition fees of children attending the Centre;
- 9.20. to engage the services of professional people, agents and brokers and pay their fees and remuneration;
- 9.21. to operate banking and similar accounts;
- 9.22. should an office bearer be found to have misused his / her power, a majority vote by means of a special resolution of the remaining Management Committee Members has the authority to remove such person from office.
- 9.23. to employ a Centre manager, and then, in consultation with such Centre manager, employ such other staff as may be required to run the Centre.
- 9.24. to determine the budget for the year ahead.
- 9.25. to allocate and apply said budget in a fitting manner at the Committee's discretion.
- 9.26. To allocate a budget to the Centre Manager for the day to day requirements of the Centre and to determine fair and sensible constraints on the same in consultation with the Centre Manager.

10. Accounts

10.1 Proper books and records shall be kept relating to the affairs of the Centre, which shall be audited by an auditing firm who shall be appointed from time to time by the then Management Committee. Auditors will be chosen at the Annual General Meeting.

10.2 Financial year-end will be last day of February each year.

11. Disclosure and Right of Inspect Records

11.1. Any Member shall be entitled to full disclosure of the affairs of the Centre at any general meeting.

1.1. Any member may at any reasonable time inspect the books and records of the Centre, including the audited financial statements and approved budgets, with or without a professional representative.

12. Members Meetings

12.1 Within 8 (eight) months of completion of the audited financial statements of the Centre, the Management Committee shall call an annual general meetings to:

12.1.1 receive a report from the Chairman of the Management Committee;

12.1.2 approve the minutes of the previous annual general meeting;

12.1.3 consider the audited annual financial statement for the previous year;

12.1.4 appoint auditors for the ensuing year and approve the auditors' remuneration;

12.1.5 consider any other business the Management Committee may deem necessary;

12.2 Meeting shall be held at such places as the Management Committee shall nominate.

12.3 At least 21 (twenty-one) days written notice shall be given of all general meetings, including the content of any special resolutions, which will be proposed.

12.4 The members present in person or by proxy at the appointed place and time shall constitute a quorum.

12.5 The Chairman of the Management Committee shall preside as chairman at all meetings. In his absence, the Management Committee members present shall nominate one of them as chairman.

12.6. A special resolution shall be required.

12.6.1 to amend the constitution;

12.6.2 to dismiss a member of the Management Committee;

12.6.3 to dispose of the major portion of the Centre's assets;

12.6.4 to terminate the Centre

12.7 A special resolution requires the supporting votes of (sixty-five percent) of the members. If within half an hour after time appointed for the meeting insufficient members are present to vote on a special resolution, the meeting shall stand adjourned to a day not earlier than 7 (seven) days and not later than 21 (twenty-one) days after the date of the meeting and at the meeting, a special resolution shall require the supporting vote of 65 % (sixty-five percent) of the members present at the meeting in person or by proxy.

12.8A proxy, who need not be a member, may represent a member at any meeting. Proxy needs to be submitted to the Management Committee 1 week before the meeting in question.

13 Termination of Centre

13.1 Upon the winding up of the Centre, the Management Committee shall realize the assets of the Centre with the power to postpone the conversion of any particular asset if so directed to the annual general meeting at which the resolution to wind up the Centre was passed or, if so directed by any subsequent meeting.

13.2 Upon the termination of the Centre, the net assets if any remaining after payment of all debts and costs of winding up shall be distributed to a similar institution as the Centre as per recommendation of the Management Committee.

14 Notice

14.1 The members choose the address appearing in the records of the Centre as his Dominic ilium Citandi et Executandi for all purposes arising out of or in connection with his membership of the Centre, at which address all processes and notices may be validly served.

14.2 Any notice given in terms of this constitution shall be in writing and shall:

14.2.1 If delivered by hand be deemed to have been duly received by the member on the date of delivery;

14.2.2 If posted by prepaid registered post be deemed to have been received by the member on the fourth day following the date of such posting;

14.2.3 If transmitted by telefax or electronic mail be deemed to have been received by the member one day after dispatch.

14.3 Notwithstanding anything to the contrary contained herein, a written notice of communication actually received by the member or the Centre including by way of email, shall be adequate written notice or communication to such party.

15 We, the undersigned, hereby update the constitution of the Centre, this being the new Constitution, amending the original in terms of clause 12.6.1 together with the required special resolution from the now members as attached.

16 Dated at Roodepoort this day of 20.....

Committee Member (1)

Witness

Committee Member (2)

Witness

Committee Member (3)

Committee Member (4)

Committee Member (5)

Committee Member (6)

Committee Member (7)