

# Constitution

## THE ASSOCIATION FOR THE AGED

Non Profit Organisation 002 093 NPO

As amended up to, and in operation from the 1<sup>st</sup> October, 2004

### 1. ASSOCIATION

- 1.1 The name of the Public Benefit Organisation shall be: TAFTA "THE ASSOCIATION FOR THE AGED" ("the Association")
- 1.2 The Association shall be capable of suing and being sued in its own name.
- 1.3 The Association is and shall continue to be a separate legal body distinct from its members with the capacity to acquire rights and obligations and having perpetual succession.
- 1.4 The Association shall be conducted on an entirely non-sectarian, non-racial basis.
- 1.5 The area in which services will be rendered, shall be the eThekwini Municipality.

### 2. AIMS

The aims of the Association are:

- 2.1 To carry on one or more public benefit activities as defined in section 30(1) of the Income Tax Act ("the Act") in the Republic of South Africa.
- 2.2 The alleviation of distress amongst older persons
- 2.3 The promotion of the welfare, security and happiness of older persons
- 2.4 To provide care for those who are no longer able to care for themselves.

- 2.5 To co-operate with other organisations to achieve the first two aims and assist other organisations to achieve similar aims amongst older persons and the vulnerable. (refer clause 13.13).

### 3. OBJECTIVES

The objectives of the Association are:

- 3.1 To establish, maintain and support community based services; including, but not limited to, service centres, clubs and support groups, thereby creating an enabling environment for older persons and the vulnerable.
- 3.2 To provide domiciliary services such as home help, meals on wheels, transport and ancillary services to enable housebound persons to remain in the community for as long as possible.
- 3.3 To establish and operate residential assisted living, and frail care accommodation for the vulnerable and needy older persons.
- 3.4 To undertake advocacy and lobbying on behalf of older persons in instances where they are suffering social injustices, unfair discrimination or abuse.
- 3.5 To provide a social work support system, which provides, and / or facilitates social work counselling, group work and community work.
- 3.6 To undertake developmental social work activities based on the needs of older persons and the vulnerable.(refer clause 13.13)
- 3.7 To conduct community awareness, education and training programmes including, but not limited to the rights of older persons, concerning abuse, the ageing process, intergenerational solidarity and reciprocity.
- 3.8 To establish and maintain a core of volunteers to actively pursue the aims of the Association to the fullest extent.
- 3.9 To pursue the foregoing objectives vigorously to the extent that they are needed, affordable and sustainable.

#### POWERS AND RESTRICTIONS

For the attainment and promotion of its aims and objectives the Association shall have powers:

- 4.1 To institute, defend, compound or abandon any legal proceedings in the name of the Association.
- 4.2 To charge for services rendered, for board and lodging provided and to charge rental for premises let and to accept payment therefore.
- 4.3 To borrow money on bank overdraft or otherwise and to mortgage the immovable property of the Association.
- 4.4 To establish, undertake and execute any trusts and / or companies not for gain, the undertaking of which is desirable for the achievement of the aims and objectives of the Association and to appoint trustees and/or directors to serve on such trusts and/or companies not for gain.
- 4.5 To collect, canvass for and to accept membership fees, donations, bequests, endowments and benefits of any nature for the Association from any person or body or estate or any source whatsoever.
- 4.6 To invest the funds and assets of the Association in securities approved by the Board of Management (the Board) which power shall include the realisation of investments and reinvestments.
- 4.7 To acquire by purchase, lease, donation, bequest or any other mode of acquisition, both moveable and immovable property.
- 4.8 To construct and / or acquire approved dwellings for housing purposes and to borrow money for such purposes.
- 4.9 To sell, donate, exchange, partition or dispose of by any other mode, both moveable and immovable property.
- 4.10 To render assistance, both financially and in kind, for the relief of distress.
- 4.11 To generally do all such things as may be conducive to the attainment of all or any of the above aims and objectives.

- 4.12 No funds shall be distributed to any person (other than in the course of undertaking any public benefit activity).
- 4.13 The Association shall not carry out any business undertaking or trading activity unless specifically permitted in terms of section 30 (3) (b) (iv) of the Act.
- 4.14 The Board shall ensure that the required income tax returns together with the relevant supporting documents are submitted to the Commissioner of the South African Revenue Services timeously.
- 4.15 The Association shall comply with all requirements imposed in terms of the Non-Profit Organisation Act 1997 (Act 71 of 1997).
- 4.16 No donation shall be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of Section 18A of the Act; provided that a donor may not impose any conditions which could enable such donor or any connected person in relation to such donor to declare some direct or indirect benefit from the making of such donation.
- 4.17 Should the Association obtain approval in terms of Section 18A of the Act 75% of the funds received by or accrued to the Association by way of donations which qualify for a deduction, shall be distributed (or an obligation will be incurred to so distribute) within 12 months from the financial year end during which such donations were received.

## 5.

#### VESTING OF PROPERTY

- 5.1 The property, estate and effects of the Association, both immovable and moveable, shall be vested in and be registered in the name of the Trustees for the Association, which trustees shall not be obliged to file security under any law whatsoever.
- 5.2 The trustees of the Association shall be the president, the chairperson, the first and second vice-chairperson and the treasurer of the Association.

6. USE OF PROPERTY OR INCOME

6.1 Any property or income of the Association shall be utilised solely in the furtherance of its aims and objectives.

6.2 No part of the income or funds of the Association may be paid or otherwise made available (other than bona fide remuneration which is paid for and is commensurate with services rendered) for the personal benefit of any member, member of the Board, staff member, official or donor of the Association.

7. MEMBERSHIP

The classes of membership and the people who shall be eligible for membership in each class is as follows:

7.1 Ordinary Member – any person who is interested in the welfare of older and vulnerable persons who applies and whose application for membership is accepted by the Board and who pays the prescribed annual membership fee.

7.2 Corporate Member – any company, close corporation, partnership firm, trust, corporate body or association of organisations, which is interested in the welfare of older and vulnerable persons, pays the prescribed minimum membership fee, and whose application is accepted by the Board.

7.3 Life Membership – this may be conferred by the Board on any person who donates not less than the prescribed fee for life membership.

7.4 Honorary Life Membership – this may be conferred by the Association at a general meeting on the recommendation of the Board in recognition of outstanding service to the Association with no fees being payable.

7.4.1 it is hereby recorded that the following persons, who made outstanding contributions to the formation and establishment of the Association, are the first Honorary Life members

Mr John Patrick Acutt  
 Major Leonard Arthur  
 Mrs Mary Asher  
 Mrs Anna Conradie  
 Mr Johannes Jacobus Dirk Conradie  
 Doctor Archibald Lamont Ferguson  
 Miss Joan Fletcher  
 Mrs Freda Natalie Levy  
 Mr David van Rooyen

7.4.2 it is further recorded that Mrs Anna Conradie has for her contribution to the Association been accorded the position of Honorary Life Vice President.

7.5 With the exception of Life, and Honorary Life Membership, referred to in clause 7.3 and clause 7.4, membership in the case of new members will be valid for a period commencing on the date of acceptance by the Board of such person's application for membership, and ending on the last day of that financial year. All membership fees shall be subject to renewal on the first day of the financial year unless any delay is specifically condoned by the Board.

7.6 Membership shall terminate where membership fees remain unpaid 90 days after due date.

7.7 The Board may, at its sole discretion, terminate any membership without having to provide any reason for its decision. The decision to terminate membership shall be approved by two thirds of the members of the Board present at any meeting of the Board where such matter is considered.

7.8 No employee of the Association shall be eligible to become a member of the Association.

7.9 Membership fees shall be determined by the Board from time to time.

7.10 The offices of the Association shall keep a current register of members with their last known addresses. The onus is on the member to advise the Association of his / her address and any change thereof.

7.11 Persons who have been proposed as members of the Association during the period 8 weeks prior to the Annual General Meeting, shall not be accepted as members until after the date of that year's Annual General Meeting.

8. LIMITATION OF RIGHTS AND LIABILITIES OF MEMBERS

8.1 Membership of the Association does not and shall not give any member, proprietary right, title or claim nor any interest in the property or assets of the Association

8.2 Members or office bearers shall have no rights in the property or other assets of the Association solely by virtue of their being members or office bearers

8.3 Members or office bearers shall not become liable for any of the obligations and liabilities of the Association solely by virtue of their status as members or office bearers of the Association.

8.4 Office bearers shall not be personally liable for any loss suffered by any person as a result of an act or omission, which occurs in good faith while the office bearer is performing functions for or on behalf of the Association.

9. GENERAL MEETING

9.1 A general meeting, to be known as the Annual General Meeting, shall be held each year not later than 6 months after the end of the financial year on a date and at a time and place fixed by the Board. Such Annual General Meeting shall be convened by the Chief Executive Officer of the Association by written notice, posted to voting members' addresses as recorded in the members register not less than 21 days before the date of such meeting or any adjournment thereof.

9.2 A general meeting, to be known as a Special General Meeting, may be called at any time by the Board. The Board shall call a Special General Meeting on a requisition signed by at least 20% of the total eligible voting members and stating the purpose of the meeting.

9.3 A notice stating the date, time and place of any meetings or Special Meeting shall be posted to all members' addresses as recorded in the members register not less than 21 days before the date of such meeting.

9.4 The quorum at general meetings shall be 20 voting members present in person or by proxy, and whose membership fees are up to date.

9.5 If within half an hour of the time appointed for any general meeting, a quorum is not present, the meeting, if convened at the request of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or if that day be a public holiday or weekend, to the next succeeding day. If at such adjourned meeting a quorum is not present for the meeting the members present shall be the quorum.

9.6 Save as provided in Clause 19 any motion before a general meeting shall be carried by a simple majority of votes. In the event of any equality of votes, the chairperson of the meeting shall have a casting vote in addition to a deliberative vote. The meeting shall decide, by a show of hands, whether voting shall be by a show of hands or a secret ballot.

9.7 A Special General Meeting shall be conducted in the like manner provided for at the Annual General Meeting.

9.8 Only Life Members, Honorary Life Members, and Ordinary Members shall be entitled to attend and vote at any general meeting, whether annual or special. These classes of members shall be classified as voting members.

9.9 The instrument appointing a proxy shall be in writing under the hand of the appointer. No person shall act as a Proxy unless he or she is entitled, on his or her own behalf, to be present and vote at the meeting.

9.10 At all General Meetings the president shall preside. In the absence of the president either the chairperson or in his/her absence one of the two vice chairpersons shall take the chair. In their absence the meeting shall elect as chairperson any member of the Board of Management present at the meeting.

10. VOTING

Eligible voting members of the Association shall be entitled to exercise one single vote on any motion and the vote shall be exercised personally or by duly authorised proxy.

11. BUSINESS AT THE ANNUAL GENERAL MEETING

11.1 The Board shall submit for the consideration of the Annual General Meeting the audited financial statements and an annual report of the affairs and activities of the Association.

11.2 The Annual General Meeting shall:

- elect the Board of the Association in the manner prescribed in clause 12;
- elect an Honorary Treasurer;
- appoint an auditor and,
- consider any business of which notice has been given, such notice to reach the Association not later than 14 days before the relevant Annual General Meeting.

12. THE COMPOSITION OF THE BOARD OF MANAGEMENT (THE BOARD)

12.1 The Board shall comprise not less than 10 members and not more than 20 members exclusive of members co-opted in terms of clause 13.10.

12.2 Members of the Board shall be elected at the Annual General Meeting of the Association and shall hold office for a period of 3 years subject to the requirements of clause 12.3.

12.3 In respect of members of the Board who were elected in terms of clause 12.2 of this constitution, not less than one third of the members shall retire by rotation, in order of their election, and be eligible for re-election.

12.4 Nominations for the election of any members of the board, shall be handed to the Chief Executive Officer in writing at least fourteen days before the date of the Annual General Meeting of the Association and signed by the proposer, seconder and nominated candidate, all members of the Association in good standing.

12.5 At least 3 members of the Board shall not be connected persons, as defined in the Act.

12.6 The office bearers of the Association shall consist of the president, chairperson, first and second vice chairperson, and honorary treasurer.

12.7 Office bearers appointed at an Annual General Meeting shall hold office until the first meeting of the new Board at which time new office bearers shall be elected, with the exception of the president and treasurer who will be elected at the Annual General Meeting.

12.8 Paid officials of the organisation may serve on the Board but will have no voting rights.

For the purpose of clause 12 a year shall be taken to run from one Annual General Meeting until the next succeeding Annual General Meeting.

13. POWERS AND DUTIES OF THE BOARD

The Board shall be responsible for carrying out the aims and objectives of the Association in accordance with this Constitution and, without detracting in any way from the generality of this provision, may exercise the following powers:

13.1 To invest the funds of the Association only

13.1.1 with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act 1984 (Act No. 39 of 1984);

13.1.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act 1985 (Act No 1 of 1985); or

13.1.3 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;

13.2 To borrow money on bank overdraft or otherwise and to mortgage the immovable properties of the Association up to a limit of 50% of the cost value of any one property not more than once per year.

13.3 To open bank or building society accounts and deposit any funds with such bank or building society.

13.4 To appoint or remove a Chief Executive Officer of the Association.

13.5 To ensure that proper books and records of the affairs of the Association are kept, and to cause accounts for the financial year to be prepared and audited for presentation to, and adoption by the members of the Association, and to fix the remuneration of the auditors from time to time.

13.6 To appoint such other committees or sub committees, as it may consider necessary for the efficient carrying out of the aims and objectives of the Association, and to delegate to such committees all or any of the powers of the Board.

13.7 To collect and disseminate information which, in the opinion of the Board, is calculated to promote any aims and objectives of the Association and to assist or co-operate with any other organisation having aims and objectives similar to its own.

13.8 To fill any vacancy on the Board except that of the president, and honorary treasurer, but including the offices of the chairperson and first and second vice chairperson, from amongst its elected members.

13.9 To recommend a Patron-in- Chief, Patrons and Honorary Vice Presidents, styled Honorary Office Bearers, who shall be elected at the Annual General Meeting for the ensuing year.

13.10 To co-opt additional members either in their personal capacities or as representatives of any charitable or welfare organisation, medical association, public authority or similar body. Such co-opted members may take part in any discussions at board meetings, but will not have a substantive vote in these discussions, and shall retire at the next Annual General Meeting. The number of co-opted members shall not exceed one third of the number of elected members of the Board.

13.11 To acquire property or an interest in property, movable as well as immovable, by means of purchase, exchange, donation, legacy, lease, hire or otherwise, provided that where, in the case of the acquisition of immovable property the cost value does not exceed 5% of the book value of all the Association's existing immovable properties in any one year without the approval of the members at a general meeting of the Association. The power of the Board to acquire immovable property in terms of this clause shall not exceed 5% of the total cost book value of the Association's immovable property in any one financial year.

13.12 To sell, lease, exchange or otherwise dispose of any of the assets of the Association provided that in the case of the disposal of immovable property the market value of such immovable property disposed of shall not exceed 5% of the book value of all the Association's existing immovable properties in any one year without the approval of the members at a General Meeting of the Association. The power of the Board to dispose of immovable property in terms of this clause shall not exceed 5% of the total book value of the Association's immovable property in any one financial year.

13.13 To specifically approve any projects or services to be rendered to and for the benefit of the vulnerable who are not classified as "older persons".

13.14 To engage the services of a fundraiser for the collection of contributions provided that the expenses (remuneration and / or commission included) may not exceed 30% of the total proceeds of the collection.

14.

MEETINGS OF THE BOARD

14.1 The board shall meet at least once every three months at a place and time to be notified by the chief executive officer of the Association.

14.2 The chairperson, or in his absence, the first or second vice chairperson, shall take the chair at every meeting of the Board. Failing attendance of all three of them, the members of the Board, present in person, shall elect one of their members as chairperson of the meeting.

14.3 The Board shall from time to time fix the number of members to constitute a quorum, which number shall not be less than half plus 1 of the number of elected members.

14.4 All decisions shall be decided by the vote of the majority of elected members present and at all meetings the chairperson of the meeting shall have a casting as well as a deliberative vote.

14.5 Any member elected to the Board who fails to attend three consecutive meetings of the Board shall be deemed to have resigned therefrom unless such absence is condoned by the Board.

14.6 The Board shall cause minutes to be kept of the proceedings at all meetings of the Board and shall include a statement of the date, place and list of members present. A copy of the minutes shall be forwarded to each board member as soon as reasonably possible after the meeting.

15.

FINANCIAL YEAR END

15.1 The financial year of the Association shall end on the 31<sup>st</sup> day of March in each year.

16.

THE OFFICE OF THE PRESIDENT

The president shall be elected for a three year period at an Annual General Meeting. If, during the three year term of office the president should die, resign, or be unable to perform his / her duties in the opinion of the Board, a Special General Meeting to elect a new president must be called within sixty days. The president elected at a Special Meeting shall serve until the next Annual General Meeting.

17

SIGNING POWERS

17.1 All negotiable instruments other than normal working documents required to be executed in relation to the affairs of the Association shall be signed by:

17.1.1 any two of the following:  
The President  
The Chairperson  
First Vice Chairperson  
Second Vice Chairperson  
Treasurer

Or

17.1.2 any two signatories nominated by the Board or alternatively, one of the aforementioned (in 17.1.1 or one nominated by the Board in 17.1.2) and a member of the permanent staff of the Association appointed by the Board to having signing powers.

Or

17.1.3 one of sub clause 17.1.1/17.1.2 and a member of the permanent staff of the Association appointed by the Board to have signing powers.

17.2 Any transactions of the Association involving the acquisition or alienation of immovable property and life right interests shall be signed by any two of the persons referred to in clause 17.1.1.

18. AMENDMENT OF CONSTITUTION

18.1 This Constitution may be amended by resolution passed at any General Meeting of the Association of which not less than twenty one (21) days notice in writing shall be given to members by the chief executive officer, and which notice shall contain the terms of the resolution. Such resolution shall be approved by not less than two thirds of the voting members present in person or represented by proxy at such meeting. A quorum for this purpose shall be not less than 50 eligible voting members present in person or represented by proxy.

18.2 A copy of all amendments to this Constitution must prior to execution be submitted for the approval of the Commissioner for the South African Revenue Services.

19. DISSOLUTION

19.1 The Association may be dissolved by a resolution passed at a General Meeting of the Association of which not less than twenty one (21) days notice in writing, posted to members addresses as recorded in the members register shall have been given to the members by the chief executive officer stating clearly that the question of dissolution of the Association and disposal of its assets will be considered at the meeting. Such resolution must be passed by two thirds of the voting members present in person at such meeting. A quorum for this purpose shall be not less than 50 eligible voting members present in person or represented by proxy provided that if no quorum is present within 15 minutes after the time fixed for the meeting, it shall be postponed to the same day and hour in the following week and at such adjourned meeting the members present shall be deemed to be a quorum for the transaction of the business of the meeting.

19.2 If upon dissolution of the Association and after satisfaction of all its debts and liabilities, there remain any assets whatsoever, such assets shall not be paid to or distributed among its members, but shall be transferred to any public benefit organisation, within the Republic of South Africa which has been approved in terms of Section 30 of the Act, The minutes of the General Meeting shall specify the name of the benefiting organisation/s. In default of such decision, the Department of Social Development Directorate of Non Profit Organisations will determine like-minded organisation/s to be designated as beneficiaries.

We hereby certify that this Constitution was adopted by a Special General Meeting of the Members of the Association held in Durban on 30<sup>th</sup> September 2004.

  
Chairperson

  
Chief Executive Officer

30-09-04  
DATE

30-09-04  
DATE