

# Constitution for the Assumption Development Centre

## 1. Preamble

Whereas the Sisters of the Assumption used previously to provide health care services from a dedicated facility in Joza, Grahamstown to the wider community for whom such services were not then readily available or affordable, the Sisters now wish to make the building available for other development and empowerment programmes for the poor and needy. And whereas the Sisters have identified other like-minded organisations and individuals with whom they would like to work to make the building they own a hub for community-based services of a different kind. Therefore, the Sisters together with this initial group of organisations (including Rhodes University Community Engagement) have agreed to form a new organisation for this purpose and to constitute this organisation as a voluntary association and to register it as a Public Benefit Organisation.

## 2. Name

- i. The organisation hereby constituted shall be called the Assumption Development Centre.
- ii. Its shortened name will be The Centre (herein under also referred to as the organisation).
- iii. The organisation shall exist in its own right, separate from its members. It shall continue to exist even when its membership changes and there are different office bearers. It shall be able to own property and other possessions. It shall be able to sue and be sued.

## 3. Objectives

- i. The organisation exists to carry on one or more public benefit activity within the Republic of South Africa as listed in Part II of the Ninth Schedule of the Income Tax Act of 1962 (as amended) and in particular Community Development for poor and needy persons and anti-poverty initiatives including
  - The promotion of community-based projects relating to self-help, empowerment, capacity building, skills training or anti-poverty;
  - The provision of training, support or assistance to community – based projects contemplated above; or
  - The provision of training, support or assistance to emerging micro-enterprise to improve capacity to start and manage business, which may include the granting of loans on such conditions as may be prescribed by the Minister by way of regulation.

*Handwritten signatures and initials:*  
- A signature that appears to be "Sj. m."  
- A signature that appears to be "Muller".  
- A signature that appears to be "D. J. B."  
- A signature that appears to be "Muller".

- ii. The organisation's further objectives are to
- Help address poverty in the Grahamstown area by providing a range of relevant services and opportunities to enable families to secure sustainable livelihoods and access by unemployed persons to employment;
  - Draw more individuals and organisations with specialist skills to the Centre to run programmes there mainly on a voluntary basis that will address identified development, capacity building and training needs in the immediate community of Joza and beyond;
  - provide a venue where students and academics from Rhodes University in pursuance of their service learning and community engagement activities are able to make a meaningful and sustainable contribution collectively to community development in the immediate community of Joza and beyond; and
  - create a network of purposeful activity with other like-minded development, educational and philanthropic ventures in Grahamstown so as to provide in time, a city-wide partnership for the upliftment and benefit of the general public at large.
- iii. In its work, the organisation, its office-bearers, members and staff shall be bound to act in ways that affirm the life and dignity of every individual, put the needs of the poor and vulnerable first, build community and work as one human family.

#### 4. Obligations of the Assumption Development Centre (ADC) as a Public Benefit Organisation

- i. The activities of the ADC shall be carried out in a non-profit manner and with altruistic or philanthropic intent.
- ii. No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the ADC otherwise than by way of reasonable remuneration.
- iii. At least three persons who are not connected persons in relation to each other, will be appointed to accept fiduciary responsibility for the ADC as a Public Benefit Organisation.
- iv. No single person, directly or indirectly will control the decision-making powers of the ADC.
- v. No funds will be distributed to any person by the ADC other than in the course of undertaking a public benefit activity.
- vi. The funds of the ADC will be used solely for the objects for which it was established.
- vii. No remuneration will be paid 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.
- viii. The ADC has not and will not benefit any person in a manner which is not constituent with its objects.

By m  
 worth  
 ON  
 DF  
 HLL  
 JB

## 5. Income and property

- i. The organisation will keep a record of everything it owns.
- ii. The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation at the request of the organisation. The payment must be a reasonable amount for the work that has been done.
- iii. A member of the organisation can only get money back from the organisation for expenses that he or she paid for on behalf of the organisation.
- iv. Members or office bearers do not have rights over things that belong to the organisation.
- v. The property and buildings previously known as the Assumption Clinic (Erf number 0027 23 66 Rini, Grahamstown) remain the property of the Assumption Sisters. This is made available to the organisation for use in terms of the objectives listed above under a lease arrangement, renewable annually, at no cost.

## 6. Membership and General Meetings

- i. The Centre is a membership organisation. Members are individuals and organisations who formally subscribe to the Centre's objectives and who are active in the work of the Centre whether as beneficiaries, local residents, donors, volunteer service providers or friends of the organisation.
- ii. Members of the organisation must be invited to attend the Annual General Meeting. At the Annual General Meeting members exercise their right to determine the policies of the organisation. At the AGM members are informed about the operations of the organisation in the preceding year and consider its audited financial statements. They also elect the office-bearers of the organisation.

## 7. Management

- i. A management committee will manage the organisation. The management committee will be made up of not less than 5 elected members. The members present at the AGM will elect a Chairperson, a Treasurer and a Secretary for the organisation as well as two additional members without portfolios. They are the office bearers of the organisation. The office bearers have the right to co-opt a further 4 members to the management committee. Two of the members shall be individuals who represent the interests of the Assumption Sisters and two shall be individuals who represent the interests of Rhodes University Community Engagement.
- ii. Office bearers will serve for one year, but may stand for re-election. Depending on what kind of services they give to the organisation, they can stand for re-election again and again. This is so long as their services are needed and they are ready to give their services.

A collection of handwritten signatures and initials in black ink, located in the bottom right corner of the page. The signatures are somewhat stylized and overlapping, with some appearing to be initials like 'BJM', 'MMA', 'MML', and 'J'.



## 8. Powers of the organisation

- i. The management committee may take on the power and the authority it believes it needs to be able to achieve the organisation's stated objectives provided that its activities abide by the law.
- ii. The management committee has the power and authority to raise funds and to invite and receive contributions.
- iii. The management committee has the power to appoint the Manager of the organisation and to approve the operational plan and budget annually
- iv. The management committee must cause Audited Financial Statements to be completed timeously each year.
- v. The management committee must set the policy framework for the organisations and approve conditions of employment for staff. The Manager will be accountable to the management committee for executing these policies and for appointing and managing staff as provided for in the budget.
- vi. The management committee must convene an Annual General Meeting each year and ensure all members are invited timeously.
- vii. The management committee has to power to transact in by acquiring or disposing of property
- viii. The management committee has the right to make policies for proper management including procedures for application, approval and termination of membership
- ix. The organisation shall keep a register of members
- x. The management committee shall decide on the power and functions of the office bearers
- xi. The management committee shall have the power to open bank accounts. When moneys are invested, or drawn out of the bank account, at least two of the Chairperson, treasurer or secretary must approve the transaction.

## 9. Annual General Meeting

- i. The Annual General Meeting (AGM) must be held once a year after the completion of the audited financial statements of the previous year.
- ii. The General Meeting duly constituted is the highest decision making body of the organisation. It may review, amend or approve any decision of the Management Committee but it may not overturn a previous decision of management committee taken in good faith and in accordance with the constitution.
- iii. All members shall be given 21 days' notice of the AGM and invited to attend.
- iv. The following items of business shall be conducted at the AGM
  - Agree on the Agenda for the meeting
  - Attendance register and list of apologies received
  - Confirmation of the minutes of the previous AGM and any Special General Meetings held in the past year
  - Chairperson's report
  - Treasurer's report
  - The appointment of auditors

B.J.M.   
 L.O.W. 

- Changes to the constitution that may be required
- Election of new office bearers
- General items for discussion
- Closure

## 10. Finance

- i. The Treasurer elected at the AGM shall be appointed accounting officer for the organisation and shall be responsible to ensure the finances of the organisation are properly managed and audited each year.
- ii. The Treasurer must also ensure that proper financial records are kept for the organisation
- iii. The financial year end of the organisation is 31 December
- iv. The finances of the organisation shall be audited every year by a suitably qualified and independent party
- v. The organisation may only receive donations that are irrevocable save for reasons of the organisation's failure to conform with the intended purpose and conditions of the 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 exempt from tax under section 10 (1) cA I which has as its sole or principal objective the carrying on of any public benefit activity) may not impose conditions which entitle the donor or connected person to derive some direct or indirect benefit from the application of such donation
- vi. The organisation will only issue receipts to be used by donors to claim tax deductibility under section 18A of the Income Tax Act for donations that will be used solely in carrying out activities contemplated in Part II of the Ninth Schedule of the Income Tax Act, such receipts to give the following details
  - The reference number of the organisation
  - The date of receipt of the donation
  - The name of the organisation together with an address to which enquiries may be directed
  - The name and address of the donor
  - The amount of the donation or the nature of the donation (if not made in cash)
  - A certificate to the effect that the receipt is issued for the purposes of section 18A of the Income Tax Act of 1962 and that the donation has been or will be used exclusively for the object of the organisation in carrying on the relevant public benefit activities
- vii. The organisation's financial transactions shall be conducted by means of a banking account.

Handwritten signatures and initials, including what appears to be 'R. J. Hill' and 'J. B.', along with other illegible marks.

**11. Changes to the constitution**

- i. The constitution can only be changed by resolution and approval by members. The resolution has to be agreed upon and passed by no less than two-thirds of the members present at the Annual General Meeting or Special General Meeting called for this purpose. Members must vote at this meeting in order to change the constitution.
- ii. A written notice must go out to all members at least 14 days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes that will be discussed.
- iii. No amendments are to be made that would cause the organisation to cease to exist.
- iv. The organisation will submit all changes made to the constitution to the Commissioner for the South African Revenue Service.

**12. Dispute Resolution**

- i. This Constitution is governed by and shall be interpreted in accordance with South African law.
- ii. If any difference or dispute shall arise between members over the interpretation of the constitution and the actions of the organisation thereunder, the management committee shall as far as possible resolve the difference or dispute by discussion either with or without professional advice as they may consider
- iii. If the management committee is unable to resolve the difference or dispute it shall be referred for independent review to an acting or retired Judge or Advocate of the High Court in Grahamstown selected for this purpose by two thirds of the members of the Management Committee and the decision of this individual shall be binding on the organisation
- iv. If the difference or dispute should be of such a nature that the Assumption Sisters or Rhodes University Community Engagement feel compromised by their continued association with the organisation, they shall be entitled to withdraw from it and at their request all reference to them in the name and activities of the organisation shall be removed, respectively.

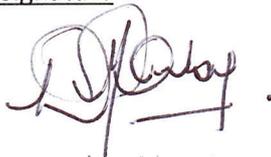
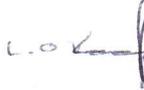
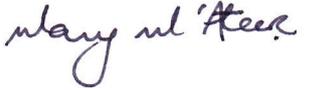
**13. Dissolution / winding up of the organisation**

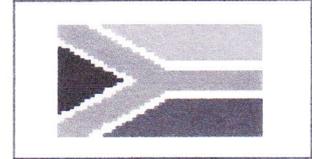
- i. The organisation may close down if no less than two thirds of the members present and voting at the meeting convened for the purpose of considering such matter, are in favour of closing it down.
- ii. When the organisation closes down it has to pay off all its debts. After doing this if there is any money or property left over it may not be paid over or distributed to the members or office bearers but must be given to an organisation with similar objectives that is itself registered as a Public Benefit Organisation under section 30 of the Income Tax Act.

#### 14. Adoption of the Constitution

This constitution was approved and adopted by members of the organisation at the Annual General Meeting (AGM) held in Grahamstown on 9<sup>th</sup> November 2016.

Signed by Chairperson, Secretary, and Committee members present.

<u>Name</u>	<u>Address</u>	<u>Signature</u>
Diana Hornby	23 Oatlands Rd, Grahamstown	
Margie Keeton	3 Constitution St, Grahamstown	
Martha Thompson	6 Camavon Street Grahamstown	
Lucy O'Keefe	Kwandwe Private Game Reserve, Fort Brown Area, R67	
Sharli Paphitis	12 B Fitzroy Street, Grahamstown, 6140	
Sister Mary McAteer	7, Caxton Lane, Port Alfred	
Sister Amelia Murphy	34 HILL STREET, GRAHAMSTOWN 6140	
Tshidi Mohapelo	17 Prince Alfred Street Grahamstown	
Julie Borland	1 Dulverton Road, Grahamstown	



**CERTIFICATE OF REGISTRATION OF  
NONPROFIT ORGANIZATION**

In terms of the Nonprofit Organisation Act, 1997, I am satisfied that

**ASSUMPTION DEVELOPMENT CENTRE**

-----  
(name of the organisation)

meets the requirements for registration.

The organisation's name was entered into the register on **05 April 2016**  
(date)

Registration number **169-204 NPO**

Director's signature

