

# CONSTITUTION

## 1. NAME

The organisation hereby constituted will be called "**Donkey Sanctuary**" (hereinafter referred to as "the organisation").

## 2. BODY CORPORATE

The organisation will for all intents and purposes be regarded as a body corporate and, as such, will:

- 2.1 exist in its own right, separately from its members and office bearers;
- 2.2 continue to exist even when its membership changes and/or there are different office bearers;
- 2.3 be able to own property and other possessions in its own name;
- 2.4 be able to sue and be sued in its known name.

## 3. OBJECTIVES

- 3.1 The main objectives of the organisation will be:
  - 3.1.1 to develop and operate a centre dedicated to providing care for abused, neglected and elderly donkeys;
  - 3.1.2 to relieve the suffering of donkeys by appropriate advocacy and targeted educational programmes;
  - 3.1.3 to raise funds to support the organisation as an animal welfare initiative in accordance with the prevailing laws of the Republic of South Africa;
  - 3.1.4 to allocate funds raised and other donated resources, equitably and responsibly to provide for the care of abused, neglected and elderly donkeys;
  - 3.1.5 to provide, in addition to funds raised, all the administration and operational costs of the organisation as a donation to charity.
- 3.2 The ancillary objectives of the organisation will be to work in collaboration with other organisations dedicated to the prevention of cruelty to animals and the promotion of animal welfare.
- 3.3 The sole object of the organisation is to carry on public benefit activities as defined in section 30(1) of the Income Tax Act, No. 58 of 1962 (hereinafter referred to as "the Act"), in a non-profit manner and with an altruistic or philanthropic intent.

## 4. AREAS OF OPERATION

The organisation shall operate within the McGregor, Breede River Valley and Little Karoo regions of the Western Cape Province, Republic of South Africa.

## 5. MEMBERSHIP

- 5.1 The membership of the organisation shall comprise private individuals, including those who have adopted donkeys, and other organisations approved by the management committee of the organisation on application by the prospective member.
- 5.2 Members shall not become personally liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members of the organisation.
- 5.3 Membership will be evidenced by an entry in the register of members.

## 6. MANAGEMENT

- 6.1 The management and control of the organisation shall vest in a management committee which may exercise or delegate to any 1 (one) or more persons or sub-committees such powers as may be exercised by the management committee to perform a necessary duty or act.
- 6.2 The management committee will be made up of not less than 3 (three) members, who will be the office bearers of the organisation;
- 6.3 The management committee will initially comprise:
- 6.3.1 Dr Johan Cloete van Zijl (Chairperson);
  - 6.3.2 Mrs Annemarie van Zijl (Secretary/Treasurer);
  - 6.3.3 Mr Geoffrey Robert Muir Neil
  - 6.3.4 Mrs Patricia Marilyn Clare Poole.
- 6.4 Office bearers will serve for 1 (one) year, but may stand for re-election for further terms in office as long as their services are needed and they are ready to give their services.
- 6.5 At least 3 (three) members of the management committee must accept fiduciary responsibility for the organisation. These persons will not be connected persons in relation to each other, and no single person will directly or indirectly control the decision making powers relating to the organisation.
- 6.6 The Management Committee may appoint an Advisory Board made up of individuals who through their positions, experience, talents or qualifications can be an important source of direction and support to the management of the organisation to help build a secure and viable organisation.
- 6.6.1 The Advisory Board will be made up of not less than 6 (six) members.
  - 6.6.2 Advisory Board members will serve for 3 (three) years, and may be reappointed for further terms as long as their services are needed and they are ready to give their services.
  - 6.6.3 The Advisory Board will elect its own Chairperson from amongst its members.

## 7. MEETINGS AND PROCEDURES OF THE MANAGEMENT COMMITTEE

- 7.1 The management committee will meet at least once every 3 (three) months or such shorter period as agreed to by the members of the management committee present in person at the last management committee meeting.
- 7.2 A quorum for any such meeting will be at least ½ (half) of the members of the management committee present in person.
- 7.3 The chairperson, or 2 (two) members of the management committee, may call a special meeting on 10 (ten) days' written notice to all members of the management committee. Any such notice of a special meeting shall set out the matters to be discussed at the meeting.
- 7.4 The chairperson shall act as the chairperson at all meetings of the management committee. If the chairperson does not attend a meeting, then members of the committee who are present shall elect one of them to chair that meeting prior to the commencement of the meeting.
- 7.5 Decisions at management committee meetings shall be on a simple majority basis on a show of hands. In the event of an equality of votes, the chairperson shall have the casting vote.

- 7.6 A resolution in writing signed by all members of the management committee shall be as valid and effective as if it had been passed at a meeting of the management committee.
- 7.7 Minutes will be taken at every meeting to record the management committee's decisions. The minutes of each meeting will be given to all office bearers at least one week before the next meeting. The minutes shall be confirmed as a true record of the proceedings, by the next meeting of the management committee, and shall thereafter be signed by the chairperson.
- 7.8 If a member of the management committee resigns or does not attend 3 (three) management committee meetings in a row, without having applied for and obtained leave of absence from the management committee, then the management committee may appoint a new member to take that person's place. The continuing members of the management committee may act notwithstanding any vacancy in their number.
- 7.9 The organisation has the right to form sub-committees. The management committee must be advised of any decisions made by a sub-committee. The management committee may then decide whether to agree to them or not at its next meeting, which shall take place as soon after the sub-committee's meeting as possible. By agreeing to decisions, the management committee ratifies them.
- 7.10 All members of the organisation shall abide by decisions of the management committee.
- 7.11 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 and on behalf of the organisation.
- 7.12 Office bearers shall not become personally liable for any of the obligations and liabilities of the organisation solely by virtue of their status as office bearers of the organisation.

## 8. **REMUNERATION AND EXPENSES**

- 8.1 The remuneration of any member or office bearer shall from time to time be determined by the management committee, provided that any remuneration is made strictly in consideration for work done by such member or office bearer for the organisation.
- 8.2 The office bearers may be paid the travelling, subsistence and other expenses properly incurred by them in and about the performance of their duties as office bearers, including attending and travelling to and from meetings of the management committee or general meetings of the organisation and such other expenses properly incurred by them in and about the business of the organisation which are authorised or approved by the management committee.
- 8.3 The organisation may reimburse members for expenses properly incurred by them on behalf of the organisation, provided such expenses are authorised or approved by the management committee.
- 8.4 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 and has not and will not economically benefit any person in a manner which is not consistent with its objects.

## 9. GENERAL MEETINGS

- 9.1 The organisation shall hold an annual general meeting each year, provided that the annual general meeting shall be held within 6 (six) months of the expiration of the financial year of the organisation.
- 9.2 A general meeting shall be held on 21 (twenty-one) days' written notice to all members at such time and place as may be determined by the management committee and the notice of general meeting shall state the place, day and hour of the meeting and the nature of the business to be transacted at the general meeting.
- 9.3 The annual general meeting shall deal with at least the following:
- 9.3.1 members present and apologies;
  - 9.3.2 confirmation of the minutes of the previous annual general meeting and matters arising;
  - 9.3.3 Chairperson's report;
  - 9.3.4 Treasurer's report;
  - 9.3.5 approval of the audited financial accounts;
  - 9.3.6 appointment of auditor;
  - 9.3.7 changes to the constitution, if any;
  - 9.3.8 election of office bearers to the management committee;
  - 9.3.9 other business.
- 9.4 No business shall be transacted at a general meeting unless a quorum of members is present, which shall be at least 20 (twenty) members present in person.
- 9.5 The chairperson of the management committee shall preside as chairperson of every general meeting of the organisation. If the chairperson is not present at the meeting or is unwilling to act as chairperson, the members present shall elect one of their number to be chairperson.
- 9.6 At any general meeting a resolution in terms of clause 9 put to the vote of the meeting shall be decided on a simple majority basis on a show of hands.

## 10. POWERS OF THE ORGANISATION

- 10.1 The management committee may exercise such power and authority as it believes is necessary to achieve the objectives of the organisation as set out in paragraph 3 above including, but not limited to:
- 10.1.1 the raising of funds and the receipt of contributions, whether by way of loan, bequest, gift, donation or otherwise;
  - 10.1.2 the purchase, hire, exchange of any property required to meet the organisation's objectives;
  - 10.1.3 the right to make rules and regulations for the proper management of the organisation, including, but not limited to, the procedures and/or criteria for application, approval and termination of membership.
- 10.2 No activity will directly or indirectly promote the economic self-interest of any office bearer, member or employee of the organisation otherwise than by way of reasonable remuneration.
- 10.3 The organisation is prohibited from directly or indirectly distributing any of its funds to any person, otherwise than in the course of undertaking any public benefit activity, and is required to utilize its funds solely for the objectives for which it has been established.

- 10.4 No donation will 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 Income Tax Act, 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) of the Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose any 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.

## 11. **FINANCE**

- 11.1 An auditor responsible for monitoring the finances of the organisation shall be appointed at the annual general meeting.
- 11.2 The treasurer shall control the day-to-day finances and keep proper records of the finances of the organisation. The treasurer shall arrange for all funds to be paid into a bank account in the name of the organisation.
- 11.3 The chairperson and at least one other office bearer or member of the organisation shall be authorised signatories in respect of the organisation's bank account.
- 11.4 The financial year end of the organisation shall be 28 February of each year.
- 11.5 The organisation's accounting records and reports shall be finalised and delivered to the Director of Non-Profit Organisations within 6 (six) months after the financial year end.
- 11.6 If the organisation has funds that can be invested, the funds may only be invested with a registered financial institution as listed in the Financial Institutions Act, 1984, and the organisation may purchase securities listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985, or as otherwise agreed by the management committee.
- 11.7 The members or office bearers shall have no rights in any property or other assets of the organisation solely by virtue of his or her being a member or office bearer.
- 11.8 The organisation's income and property is not distributable to its members or office bearers, except as reasonable compensation for services rendered and expenses incurred in connection with the organisation.
- 11.9 Borrowing of the organisation's funds by members or office bearers shall not be allowed.

## 12. **CHANGES TO THE CONSTITUTION**

- 12.1 The constitution of the organisation may only be changed by resolution of at least two-thirds of the members present and voting at an annual general meeting.
- 12.2 Any annual general meeting may vote upon such a motion, if the details of the proposed changes are set out in the notice referred to in 12.3.
- 12.3 If changes to the constitution are proposed, full details thereof must be included in the notice of the annual general meeting at which the changes are to be tabled.
- 12.4 No amendments may be made which would have the effect of making the organisation cease to exist.
- 12.5 A copy of all amendments to the Constitution will be submitted to the Commissioner for the South African Revenue Service.

13. **DISSOLUTION / WINDING-UP**

- 13.1 The organisation may be terminated if at least two-thirds of the members present and voting at a general meeting convened for the purpose of considering such matter are in favour of termination.
- 13.2 The organisation shall settle all its debts on termination. Thereafter, any remaining property or money shall be paid or given to another non-profit organisation with similar objectives, as agreed at a general meeting of the organisation.
- 13.3 On dissolution of the organisation, the remaining assets must be transferred to any similar public benefit organisation, which has been approved in terms of section 30 of the Act; any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or 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) of the Act.

THIS CONSTITUTION WAS APPROVED AND ACCEPTED BY THE MEMBERS OF THE **DONKEY SANCTUARY** AT ITS ANNUAL GENERAL MEETING HELD AT MCGREGOR ON 22<sup>nd</sup> APRIL 2009 AND WAS AMENDED AT ITS ANNUAL GENERAL MEETING HELD AT MCGREGOR ON 3<sup>rd</sup> MAY 2011. THIS CONSTITUTION REPLACES ALL CONSTITUTIONS PREVIOUSLY APPROVED AND ACCEPTED BY THE MEMBERS OF DONKEY SANCTUARY.

**CHAIRPERSON**

**SECRETARY**

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**Dr Johan Cloete van Zijl**

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**Mr Tony Saddington**

**(signed version held on file)**