

# THE ISSY GESHEN LAMONT HOME

## CONSTITUTION

### 1. NAME

- 1.1 The name of the organization shall be The Issy Geshen Lamont Home (hereinafter referred to as the ORGANISATION).
- 1.2 The ORGANISATION shall: -
- 1.2.1 Exist in its own right, separately from its members or office bearers;
- 1.2.2 Continue to exist even when its membership changes and there are different office bearers in office;
- 1.2.3 Be capable of owning property and other assets;
- 1.2.4 Be capable of suing and being sued in its own name.

### 2. OBJECTS

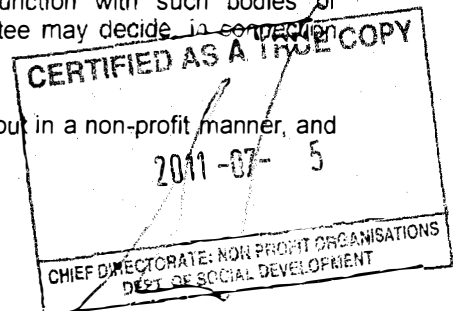
The main objects of the ORGANISATION are to: -

- 2.1 Acquire by gift, purchase, leasehold or otherwise, land on which to erect and run a non-profit making home for the aged and thereafter to erect such home and any buildings necessarily incidental thereto and to add to, alter or replace buildings for such home;
- 2.2 Provide food assistance and shelter for the aged and indigent in such manner as the Committee may decide;
- 2.3 Consult where necessary and to act in conjunction with such bodies or authorities, local and/or national, as the Committee may decide in connection with the objects of the ORGANISATION.

These objects of the ORGANISATION shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent.

### 3. MANAGEMENT COMMITTEE

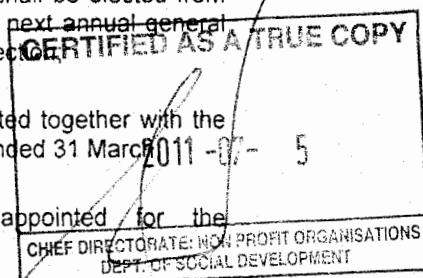
The affairs of the ORGANISATION shall be managed by a Committee of not less than eight persons with power to co-opt additional members from time to time provided that at least 3 of the members of the Committee shall be persons who are not connected persons (as defined in the Act) in relation to each other. No single person shall directly or indirectly control the decision-making powers of the ORGANISATION



- 3.1 The members of the Committee shall comprise: -
- 3.1.1 As *ex-officio* members, a representative of the Department of Welfare (or its successor in title) and representatives of such other official bodies as the Committee may co-opt from time to time;
- 3.1.2 Individuals and/or organizations (which organizations shall be represented by their duly appointed nominee or nominees) comprising such members of the first Committee who accepted office upon the establishment of the ORGANISATION as remain members together with such other individuals or organizations as the Committee may co-opt from time to time.
- 3.2 The Committee shall have the following specific office bearers who shall be elected annually at the annual general meeting of the Committee from amongst the members of the Committee at that time and who shall hold office until the next annual general meeting: -
- 3.2.1 A Chairperson;
- 3.2.2 A Vice Chairperson;
- 3.2.3 A Secretary
- 3.2.4 A Treasurer
- 3.3 The Committee may from time to time invite suitable persons to extend their patronage of the ORGANISATION and may appoint an Honorary Life President and Honorary Life Vice Presidents.
- 3.4 Should any vacancy occur on the Committee for any reason, the remaining members of the Committee shall co-opt another person to fill such vacancy subject to the approval of such appointment by unanimous decision of the Committee at a special meeting.

#### 4. COMMITTEE MEETINGS

- 4.1 The Committee shall hold an annual general meeting of its members by not later than October of each year.
- 4.2 At each annual general meeting: -
- 4.2.1 The office bearers referred to in sub-paragraph 3.2 shall be elected from amongst the members and shall hold office until the next annual general meeting when such office bearers may stand for re-election.
- 4.2.2 The annual report of the Committee shall be presented together with the financial statements for the preceding financial year ended 31 March 2011 - 07 - 5
- 4.2.3 An auditor or accounting officer shall be appointed for the ORGANISATION.
- 4.3 The Committee may convene a special meeting at any time and shall do so when requested in writing by not less than six Committee members.

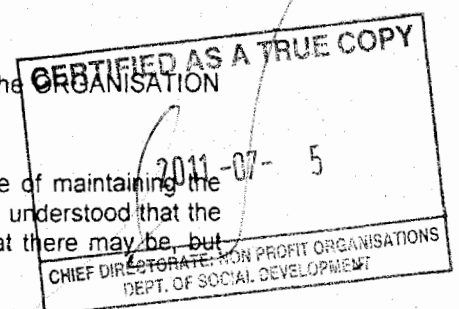


- 4.4 A quorum for any meeting of the Committee shall be not less than four members.
- 4.5 Each member of the Committee who is present at a meeting shall have one vote. In the event of an equality of votes, the Chairperson shall have a casting vote as well as a deliberative vote.
- 4.6 If a Committee member does not attend any two consecutive Committee meetings without having obtained leave of absence from the Chairperson, then the Chairperson shall be entitled to dismiss that member from the Committee and to call on the remaining members of the Committee to fill the vacancy by co-opting another person pursuant to sub-paragraph 3.4.
- 4.7 The Chairperson, or in the Chairperson's absence the Vice Chairperson, shall chair all meetings of the Committee. If neither the Chairperson nor the Vice Chairperson attends a meeting of the Committee, then the other members of the Committee present at such meeting shall elect one of them to chair that meeting.
- 4.8 Minutes shall be taken at every meeting of the Committee to record the decisions taken at that meeting. The minutes of every meeting shall be given to Committee members before the next meeting and shall be confirmed and signed at such next meeting.

## 5. POWERS OF COMMITTEE

The Management Committee shall have the following powers: -

- 5.1 To make appointments and removals and fix salaries or remunerations of its staff and employees provided that the ORGANISATION will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 1962, as amended, to any employee, trustee, office bearer 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 will not economically benefit any person in a manner which is not consistent with its objects;
- 5.2 To reimburse its members for any reasonable expenses incurred by them while acting on behalf of the ORGANISATION with the approval of the Committee;
- 5.3 To hold and have the custody and control of the funds and property of the ORGANISATION and to open bank accounts in the name of the ORGANISATION and to decide who may operate such account;
- 5.4 To appoint Sub-Committees and to delegate any of its powers to such Sub-Committees;
- 5.5 To do all such things as may be advisable or necessary for the good management of the ORGANISATION and for the attainment of the objects set out in paragraph 2;
- 5.6 To frame rules and regulations to carry out the objects of the ORGANISATION and to vary, add to or cancel any such rules and regulations;
- 5.7 To use all revenue of any kind whatsoever for the purpose of maintaining the ORGANISATION and the carrying out of its objects, it being understood that the Committee shall have no power to distribute any profits that there may be, but

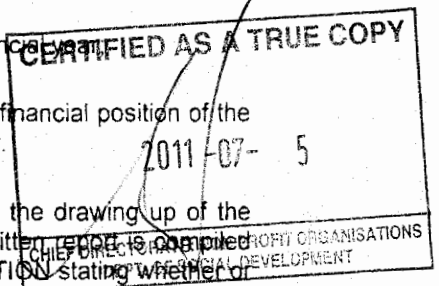


that such profits shall be used for the benefit of the inmates of the home run by the ORGANISATION;

- 5.8 To receive and accept any gifts, whether of land, buildings, money or of any other nature or kind provided that the ORGANISATION shall 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 object or purpose the carrying out of 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;
- 5.9 To invest the monies of the ORGANISATION in such manner and upon such terms as may from time to time be determined in their discretion
- 5.10 To raise or borrow money from time to time in such manner as the Committee may think fit and to mortgage all or any of the property of the ORGANISATION present as well as future;
- 5.11 To create such trust or trusts as it may deem necessary for receiving any donations, bequests or inheritances and administering the same for the benefit of the ORGANISATION. Any trust created in terms hereof must be exempt from the payment of income tax, donations tax and estate duty.

## 6. FINANCE

- 6.1 The finances of the ORGANISATION shall be under the control of the Treasurer.
- 6.2 The ORGANISATION shall keep open a bank account and all the ORGANISATION'S financial transactions shall be conducted by means of such bank account.
- 6.3 The financial year-end of the ORGANISATION shall be 31 March.
- 6.4 The ORGANISATION shall keep proper records of all its assets, liabilities, income and expenses and the records and books of account shall be preserved for a period of 5 years.
- 6.5 The Treasurer shall ensure that within six months after the financial year of the ORGANISATION financial statements are drawn up which must include at least :-
- 6.5.1 A statement of income and expenditure for that financial year.
- 6.5.2 A balance sheet showing the assets, liabilities and financial position of the ORGANISATION as at the end of that financial year.
- 6.6 The Treasurer shall ensure that within two months after the drawing up of the annual financial statements of the ORGANISATION a written report is compiled by the auditor or the accounting officer of the ORGANISATION stating whether or not :-



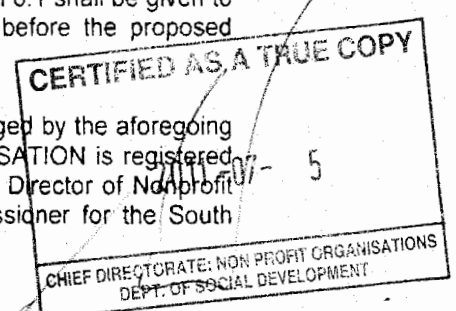
- 6.6.1 The financial statements are consistent with the accounting records of the ORGANISATION;
- 6.6.2 The accounting policies of the ORGANISATION are appropriate and have been appropriately applied in the preparation of the financial statements;
- 6.6.3 The ORGANISATION has complied with the provisions of the Nonprofit Organisations Act No. 71 of 1997, as amended from time to time, and with the provisions of this constitution relating to financial matters.
- 6.7 The ORGANISATION shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.

## 7. ASSETS

- 7.1 Members or office bearers of the ORGANISATION shall not have any rights to any property or other assets of the ORGANISATION solely by virtue of their being members or office bearers.
- 7.2 The ORGANISATION'S income and property may not be distributed under any circumstances to its members or office bearers and no activity of the ORGANISATION shall, directly or indirectly, promote the economic self-interest of any member or employee of the ORGANISATION except as reasonable compensation for services rendered pursuant to the Committee's powers referred to in sub-paragraph 5.2.
- 7.3 All claims against the ORGANISATION shall be limited to its assets and there shall be no personal liability of members of the Committee.
- 7.4 The ORGANISATION shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.

## 8. CHANGE IN CONSTITUTION OR NAME

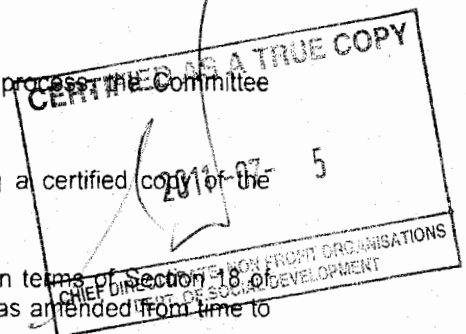
- 8.1 The ORGANISATION shall be entitled to change any provision of its constitution and to change its name.
- 8.2 Any change referred to in sub-paragraph 8.1 shall be required to be approved by three quarters of the members of the Committee present and voting at a special meeting at which not less than six members shall be present.
- 8.3 Notice of any proposed change referred to in sub-paragraph 8.1 shall be given to each member of the Committee not less than ten days before the proposed special meeting to be convened to consider the change.
- 8.4 If the Committee has resolved to make any change envisaged by the foregoing provisions, the Committee shall be obliged if the ORGANISATION is registered under the provisions of the NonProfit Act, to furnish to the Director of Nonprofit Organisations and, if it is exempt from tax, the Commissioner for the South African Revenue Service :-



- 8.4.1 A copy of the resolution concerned together with a certificate signed by a duly authorized office bearer stating that the resolution complies with this constitution and all relevant laws;
- 8.4.2 If the ORGANISATION has resolved to change its name, the original of its current certificate of registration.

## 9. DISSOLUTION OF ORGANISATION

- 9.1 The ORGANISATION may be dissolved if such dissolution is approved by three quarters of the members of the Committee present and voting at a special meeting at which not less than six members shall be present.
- 9.2 Notice of any proposed dissolution of the ORGANISATION shall be given to each member of the Committee not less than twenty-one days before the proposed special meeting to be convened to consider the dissolution.
- 9.3 If, upon dissolution of the ORGANISATION, there remain any assets whatsoever after payment of all the debts and liabilities of the ORGANISATION, such assets shall not be paid to or distributed amongst the members of the ORGANISATION but shall be donated to an institution or institutions nominated by the members in the Republic of Southern Africa which are:
- 9.3.1 non-profit;
- 9.3.2 which have as their principal object an object similar to that of the ORGANISATION;
- 9.3.3 which, if the ORGANISATION is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
- 9.3.3.1 any similar public benefit organisation, which has been approved in terms of section 30 of the Act;
- 9.3.3.2 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 9.3.3.3 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) of the Act; and
- 9.4 if the ORGANISATION is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.
- 9.5 Within one month after completion of the dissolution process the Committee shall furnish to the Director of Nonprofit Organisations :-
- 9.5.1 A written notice stating this fact and containing a certified copy of the resolution to dissolve the ORGANISATION;
- 9.5.2 Such information as is required to be furnished in terms of Section 18 of the Nonprofit Organisations, Act No. 71 of 1997, as amended from time to



time, for the period from its previous financial year end up to the date of the notice referred to in sub-paragraph 9.5.1.

THE AFOREMENTIONED PROVISIONS CONSTITUTE AN AMENDED CONSTITUTION OF THE ORGANISATION ADOPTED AT A SPECIAL MEETING OF THE ORGANISATION HELD AT DURBAN ON THE 29 DAY OF November 2008.

  
CHAIRPERSON

  
SECRETARY

