

**CONSTITUTION  
OF  
DRAKENSTEIN ANIMAL RESCUE**

## TABLE OF CONTENTS

1. Name.....	3
2. Interpretation .....	3
3. The Organisation .....	3
4. Primary Objectives.....	3
5. Secondary Objectives.....	3
6. Income and Property .....	4
7. Membership.....	4
8. Management.....	5
9. Conduct Of Members Of The Management Committee .....	8
10. Powers Of The Organisation .....	9
11. Annual and other General Meetings .....	9
12. Finance.....	11
13. Special Condition.....	11
14. Indemnity.....	13
15. Amendments To The Constitution.....	14
16. Closing The Organisation .....	14
Annexure "A".....	17
1. Membership.....	17
2. Membership Termination. ....	17

## 1. Name

- 1.1. The Organisation hereby constituted was founded by Len & Cheryl van der Walt and will be called ***Drakenstein Animal Rescue***.
- 1.2. Its shortened name and official abbreviation will be **DAR**.

## 2. Interpretation

In this Constitution the term “**Drakenstein Animal Rescue**” shall mean Drakenstein Volunteer Rescue Organisation also referred to as DAR.

## 3. The Organisation

The Organisation shall be a juristic entity which shall:

- 3.1 Exist in its own right, separately from its members.
- 3.2 Continue to exist even when its membership changes and there are different office bearers.
- 3.3 Be capable of owning property and other possessions and dealing with same.
- 3.4 Be capable of acquiring rights and incurring obligations.
- 3.5 Be able to sue and be sued in its own name.

## 4. Overall Objectives

As a Pro-life Animal Rescue organisation the main objective will be to Rescue and Support animals in distress by involving different role players in the Community and to rehabilitate animals through a network of Foster homes, with the intention of Re-homing them at a suitable permanent home.

## 5. Specific Objectives

- 5.1 Animal Rescue where appropriate and required
- 5.2 Promote Sterilisation of Animals
- 5.3 Education within the community at all levels and through different means
- 5.4 Promote Fostering as a first option with the idea of re-homing animals
- 5.5 Promote the use of Micro-chipping where appropriate

## **6. Income and Property**

- 6.1 The Organisation will keep a record of its assets and liabilities.
- 6.2 The Organisation may not give any of its assets to its members or office bearers.
- 6.3 Notwithstanding 6.2 above the Organisation may pay reasonable remuneration to any member or office bearer that has provided goods or services to the Organisation on receipt of a proper invoice and subject to verification of the receipt of the goods or services.
  - 6.3.1 A member of the Organisation will only be reimbursed by the Organisation in respect of reasonable expenses that she or he has paid for or on behalf of the Organisation.
    - 6.3.1.1 The onus is on such member to obtain prior written approval for such expenditure from the Management Committee.
    - 6.3.1.2 Where circumstances dictate that it is not possible to obtain prior approval for the incurring of reasonable expenses the member shall as soon as possible thereafter approach the Management Committee with full details of the expenditure and the reasons for which it was incurred.
- 6.4 Members or office bearers do not have rights over property belonging to the organization
- 6.5 If the organization has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the organization can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The Organisation can go to different Banks to seek advice on the best way to look after their funds.

## **7. Membership**

- 7.1 If a person wants to become a member of the organization, He/she will have to apply to the Management Committee who will have the sole discretion to accept or decline an application.
- 7.2 Members of the organization must attend its annual general meetings. At the annual general meeting:

- 7.2.1 Members will elect the management committee for the next term of office. Those elected becomes the organization's Office bearers.
- 7.2.2 The financial statements and the chairperson's annual report will be discussed.
- 7.2.3 The budget for the next year will be approved.
- 7.3 Terms and conditions of Organisation membership is stipulated in Annexure "A"

## **8. Management**

- 8.1 The Management Committee of The Organisation will undertake the management of The Organisation and shall report thereon to The Organisation at General Meetings of The Organisation.
- 8.2 The Management Committee will be made up of not less than five members, elected by the membership of The Organisation at the Annual General Meeting, who will be the office bearers of The Organisation.
- 8.3 Members of the Management Committee will be elected in their personal capacities and not as representatives of any member Organisation of The Organisation.
- 8.4 The Management Committee shall elect or appoint the following:
  - 8.4.1 A Chairperson, who shall preside at meetings and enforce compliance with this Constitution, sign minutes after their confirmation, and perform such duties generally accepted as pertaining to the office of a Chairperson.
    - 8.4.1.1 If the Chairperson does not attend a meeting, then members of the Management Committee who are present shall, prior to the commencement of the meeting, elect one of their number as Chairperson for the purposes of such meeting.
  - 8.4.2 A Vice Chairperson, who will fulfill the role of chairperson when the Chairperson is absent or not capable to perform his/her duties or if the position of chairperson is vacant and a new chairperson not yet elected.
  - 8.4.3 A Treasurer, who shall be responsible for ensuring the proper management of the financial affairs of The Organisation including the proper collection, administration and disbursement of funds. Such Treasurer may be remunerated.
  - 8.4.4 The duties of the Treasurer shall further include:
    - 8.4.4.1 maintaining the bank accounts and financial records of The Organisation; and

- 8.4.4.2 presenting the final records and status to the Management Committee and members every three months.
- 8.4.5 A Secretary who shall act as The Organisation Secretariat and who shall perform such duties as may be decided by the Management Committee.
  - 8.4.5.1 The Organisation Secretariat shall not necessarily be constituted by members of The Organisation and the Management Committee shall be authorised to engage the services of a third party to perform the function of a Secretariat.
  - 8.4.5.2 The duties of the Secretariat shall include:
    - 8.4.5.2.1 the drafting and sending of formal notices and correspondence on behalf of The Organisation including notices of meetings;
    - 8.4.5.2.2 the maintenance of the records, other than financial records, of The Organisation;
    - 8.4.5.2.3 the taking of minutes and a register at all General and Management Committee meetings;
    - 8.4.5.2.4 the drafting and circulation of agendas for meetings.
- 8.5 The Management Committee shall be authorised but not obliged to co-opt additional members to the Management Committee as it sees fit in order to assist with specific activities. Such co-opted members shall be deemed to be elected members of the Management Committee with voting rights, unless it is specifically excluded.
- 8.6 Office bearers will serve for a period of one (1) year or until the next Annual General Meeting, whichever happens later, depending on what kind of services they give to the organization, they can stand for re-election again and again for as long as their services are needed and they are available.
- 8.7 The Management Committee will meet at least once (1) a month.
- 8.8 When necessary, the Management Committee will vote on issues. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.
- 8.9 The Chairperson, or two members of the Management Committee, may call a Special Meeting on not less than 21 days written notice to other members of the Management Committee. Such written notice must set out the proposed agenda for the meeting.
  - 8.9.1 If, however, one of the matters to be discussed is to appoint a new Management Committee member, then those calling the meeting must give the other committee members not less than 30 days notice.

- 8.10 More than a certain number of members need to be at the meeting to make decisions that are allowed to be carried forward. This number is called a "quorum" and the decisions that are made by a quorum are called quadrate decisions. A quorum for a Management Committee meeting shall be constituted by the attendance of at least 60% of the members of the Management Committee being present.
- 8.11 Minutes will be taken at every meeting to record the Management Committee's decisions and shall be made available to members of The Organisation. The minutes of each meeting will be given to Management Committee members at least two (2) weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Management Committee, and shall thereafter be signed by the Chairperson.
- 8.12 The Management Committee has the right to form, mandate and dissolve sub-committees.
- 8.12.1 The Management Committee shall provide each sub-committee with a written mandate and statement of objectives. Such mandate and statement of objectives shall be open to the general membership.
- 8.12.2 Decisions taken by sub-committees must be communicated to the Management Committee in writing within fourteen (14) days of being taken.
- 8.12.3 The Management Committee must either ratify or decline to ratify decisions taken by sub-committees at the next Management Committee meeting.
- 8.12.4 Sub-committees to be formed and mandated by the Management Committee must consist of at least 3 members and shall report back to the Management Committee on a regular basis.
- 8.12.5 The Management Committee shall appoint a coordinator for each sub-committee.
- 8.12.6 Members of the Management Committee shall be *ex officio* members of sub-committees.
- 8.13 Subject to any requirement set out in this Constitution requiring decisions to be approved by all members, all members of The Organisation have to abide by decisions that are taken by the Management Committee.
- 8.14 The management committee may take on the power and authority that it deems necessary to achieve the objectives that are stated in point number two (2) of this constitution. For example, it needs the power and authority to raise funds. It needs to be able to invite and receive contributions. But in raising funds, it may not start doing any big ongoing trading activities that would change the organization from being

nonprofit in its works. Its activities must abide by the law. The management committee does, however, have the power to buy, hire or exchange any property that it needs to achieve its objectives.

8.14.1 No member of management will be kept liable for any losses.

8.14.2 Management will live up to its goals and objectives.

8.14.3 All decisions will be taken collectively.

8.14.4 No member of management can make sole decisions.

8.14.5 The day to day running of the organization will be in line of the constitution.

8.15 Where a member of the Management Committee vacates his or her position other than through the election of new office bearers, then the Management Committee is empowered to elect a replacement member who will remain in office until the next Annual General Meeting.

8.16 The members of The Organisation may propose a motion of no confidence in any member of the Management Committee. Where such motion is supported by a majority of the members of The Organisation then a new office bearer shall be elected by a majority of the members of The Organisation for the period remaining until the next Annual General Meeting.

8.17 If a member of the Management Committee does not attend, either physically or through a telecommunications link, three (3) Management Committee meetings in a row, without having applied for and obtaining leave of absence from the Management Committee, then such member will be regarded as having resigned and the Management Committee is empowered to co-opt a replacement member who will remain in office until the next Annual General Meeting.

## **9. Conduct Of Members Of The Management Committee**

9.1 Members of the Management Committee shall at all times when acting as such, act exclusively in the best interests of The Organisation and shall under no circumstances act in the furtherance of any personal, corporate or commercial interest.

9.2 Where a conflict of interest arises on the part of a member of the Management Committee, this shall be immediately declared in writing to the other members of the Management Committee. The remaining members of the Management Committee shall thereafter decide, in their sole discretion, as to the future conduct of the matter in which the conflict arises.

- 9.2.1 For the purposes of this clause a conflict of interest shall be interpreted as a situation where, in the opinion of an objective third party, the personal financial or non-financial interests of a member of the Management Committee may affect the ability of such member to act impartially and in the exclusive best interests of The Organisation.
- 9.2.2 Non-financial interests shall include but not be limited to personal associations and relationships, the giving and receipt of gifts and present or prospective business relationships.

## **10. Powers of The Organisation**

- 10.1 The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in clause 4 and 5 of this Constitution. Its activities must abide by the law.
- 10.2 Without limiting the generality of the a foregoing, the Management Committee has the power and authority to:
- 10.2.1 raise funds or to invite and receive contributions;
  - 10.2.2 generally administer the assets of The Organisation;
  - 10.2.3 buy, hire or exchange for any property that it needs to achieve its objectives;
  - 10.2.4 make by-laws for proper management, including procedures for application, approval and termination of membership;
  - 10.2.5 form, mandate and dissolve sub-committees;
  - 10.2.6 issue press statements on behalf of The Organisation;
  - 10.2.7 open and close bank accounts at registered commercial banks in South Africa on behalf of The Organisation;
  - 10.2.8 accept unconditional offers from members or third parties to pay for special projects for the benefit of The Organisation.
- 10.3 The Organisation will decide on the further powers and functions of office bearers.

## **11. Annual and other General Meetings**

- 11.1 The Annual General Meeting must be held once every year, towards the end of The Organisation's financial year. The Organisation should deal with the following business, amongst others, at its Annual General Meeting:

- 11.1.1 Agree to the items to be discussed on the agenda.
- 11.1.2 Take a register and note apologies.
- 11.1.3 Read and confirm the previous meeting's minutes with matters arising.
- 11.1.4 Chairperson's report.
- 11.1.5 Treasurer's report.
- 11.1.6 Changes to the constitution that members may want to make.
- 11.1.7 Elect new office bearers.
- 11.1.8 General matters.
- 11.2 The quorum for the Annual General Meeting shall be two thirds of members of The Organisation in good standing.
- 11.3 The Management Committee shall give written notice of the date, time and venue of the Annual General Meeting to all members of The Organisation in good standing not less than one calendar month prior to the date of the meeting.
  - 11.3.1 Such notice shall provide details of items placed on the agenda and shall provide for a period of seven days within which members may submit further items for such agenda.
  - 11.3.2 The Management Committee shall, not later than fourteen days prior to the date of the meeting, send out full particulars of the final agenda for the Annual General Meeting to all members of The Organisation in good standing.
- 11.4 The Management Committee shall be entitled to call a special general meeting of The Organisation at any time subject to the giving of not less than fourteen days written notice to the members of The Organisation.
  - 11.4.1 The provisions of 11.2, 11.3.1 and 11.3.2 shall apply, with the necessary amendments, to such special general meeting.
- 11.5 There shall be not less than one general meeting of the members of The Organisation every calendar year.
- 11.6 A quorum for such meetings shall be at least one third of members present in person or via electronic communications link, or ten members (whichever is the smaller number).
- 11.7 Any Association member unable to attend a meeting may authorise by written proxy another to represent it. Such written proxy must be delivered to the Secretariat not later than three days before the relevant meeting.
- 11.8 All meetings of The Organisation shall be open to interested parties other than members at the discretion of the Management Committee and subject to receipt of confirmation of attendance at least three days prior to the relevant meeting.

## **12. Finance**

- 12.1 An accounting officer shall be appointed at the Annual General Meeting. His or her duty is to audit and check on the finances of The Organisation.
- 12.2 Whenever funds are taken out of the bank account, the Chairperson and/or the Treasurer and one other member of the Management Committee must approve such withdrawal in writing.
- 12.3 The financial year of The Organisation ends on 28 February.
- 12.4 The Organisation's accounting records and reports must be ready and handed to the Director of Nonprofit Associations within six months after the financial year end.
- 12.5 If The Organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Alternatively The Organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.

## **13. Special Conditions**

- 13.1 Special conditions applicable on The Organisation notwithstanding any other provision herein:
  - 13.1.1 The income and property of The Organisation, from whichever source, will be applied exclusively for the advancement of the objectives of The Organisation and no part thereof may be paid to the members of the Management Committee directly or indirectly; provided that nothing that is stipulated in here, will prevent the payment in good faith to member of the Management Committee or officers or employees of The Organisation or to a member thereof for services rendered to The Organisation;
  - 13.1.2 At the liquidation, deregistration or dissolution of The Organisation, the assets of The Organisation that are left after all its obligations are met, will be handed over to another association or institution or associations or institutions in the Republic of South Africa with similar objects as The Organisation as determined by the members of the Management Committee before or on the dissolution of The Organisation failing which it will be determined by a court

and where the association or institution has been granted exemption from tax in terms of section 10 of the Income Tax Act, 58 of 1962 as amended, or in terms of any section of an act approved by SARS.

13.2 The following special conditions and limitations are included in this Constitution to comply with the conditions of SARS to be exempted from tax in terms of Section 30 of the Income Tax Act, 58 of 1962 as amended:

13.2.1 The Organisation is required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of The Organisation;

13.2.2 The activities of The Organisation will be integrally or directly linked to its objects and will be carried out on the basis where fundamentally the whole of the activity is aimed at the recovery of cost and which has no consequences of unlawful competition in regards with taxable entities.

13.2.3 The Organisation will not take part in any business that is run by the members of the Management Committee and will not provide financial support to the members of the Management Committee;

13.2.4 The Organisation may not enter into any transactions of a nature of trade or speculation, except where the Minister of Finance has approved it or prescribed otherwise by way of regulations, taking into account the following:

13.2.4.1 The scope and goodwill of the enterprise or activity;

13.2.4.2 The direct link and relationship of the enterprise or activity with the only or most important purpose of the public benefit organisation;

13.2.4.3 The profitability of the enterprise or activity;

13.2.4.4 The level of economic performance which may be caused by the tax free status of the public benefit organisation that practises the enterprise or activity.

13.2.5 No direct advantage may be paid out or be accrued to any members of the Management Committee and / or their families, subject to the payment of reasonable compensation to an office bearer in regard to services rendered;

13.2.6 The Organisation may not obtain any immovable assets with the purpose to earn any rent income from the assets;

13.2.7 The Organisation may only accept donations which is irrevocable;

13.2.8 The affairs of The Organisation must be managed so that no donor will receive any direct or indirect advantage in terms of any condition made by the donor with regard to any funds received by The Organisation from such a donor;

- 13.2.9 If an amendment of the Constitution is made, it will be submitted to determine whether it is consistent with the declarative policy and rules of the South African Income Tax Service;
- 13.2.10 The Organisation may not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person to the South African Income Tax Service.
- 13.2.11 The Organisation will comply with such reporting requirements as may be determined by the South African Income Tax Service from time to time.
- 13.2.12 The Organisation will not use its resources directly or indirectly to support, advance or oppose any political party.
- 13.3 Notwithstanding any contrary term in the Constitution, for as long as The Organisation is free from the payment of tax in terms of Section 10 of the Income Tax Act, No 58 of 1962 as amended, The Organisation will not be allowed to perform or allow any action contrary to the conditions as set out above in 13.2 when exercising its powers and the Management Committee's powers will be limited accordingly. Where any approval in terms of the Income Tax Act has been refused or revoked by the South African Income Tax Service, the members of the Management Committee will be allowed (but not obligated) to use their absolute discretion to regard all or some of the limitations in abovementioned paragraph 13.2 as *pro non scripto* and to act on a decision made accordingly as if there are no limitations as in paragraph 13.2.

## **14. Indemnity**

- 14.1 Each member of The Organisation is indemnified out of the assets of The Organisation in respect of losses, costs, damages or other liability which may arise in respect of that member as a result of the proper, lawful and constitutional exercise of his or her duties as a member of The Organisation.
- 14.2 No member of The Organisation shall be deemed to or regarded as being legally responsible for the acts or omissions of any other member save to the extent that the former has acted properly, lawfully and in terms of this Constitution.
- 14.3 The Organisation shall not be liable for the acts or omissions of its members in regard to the Code of Conduct.

## **15. Amendments To The Constitution**

- 15.1 Constitutional amendments may only be effected through a Special Resolution agreed upon and passed by not less than two thirds of the members who are at the Annual General Meeting or Special General Meeting.
- 15.2 Two thirds of the members shall be present at a meeting (“the quorum”) before a decision to change the Constitution is taken. Any Annual General Meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 15.3.
- 15.3 A written notice must go out not less than fourteen days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 15.4 No amendments may be made which would have the effect of making The Organisation cease to exist.

## **16. Closing Down The Organisation**

- 16.1 The Organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 16.2 On the dissolution of The Organisation and after liquidation of all debts and obligations any remaining assets, including cash, shall be transferred to another association or institution or associations or institutions in the Republic of South Africa with similar objects as The Organisation and not for gain as is decided in the sole discretion of the Management Committee.

**SIGNED at PAARL on this the**

**day of**

**2013**

\_\_\_\_\_  
MEMBER'S NAME

\_\_\_\_\_  
SIGNATURE

---

MEMBER'S NAME

---

SIGNATURE



## **Membership Rules & Requirements**

### **1. Membership**

- 1.1. People over the age of eighteen (18) and who wants to help the organization to achieve its objectives can join The Organisation. Membership fees will be payable once a year to keep membership.
- 1.2. The Membership Fees (if any) will be determined by the Managent Committee on an Annual basis and communicated to all members. See Annexure "B"
- 1.3. The organization can decide whether to allow other organizations or institutions that are interested in helping achieving the objectives of the organization to become members. The organization can decide whether these organizations or institutions should pay membership fees.
- 1.4. Each member has one (1) vote.
- 1.5. Each member organization or institution must appoint one (1) person to represent them at the meetings. The appointed person will vote on its behalf at meetings of the organization. It may send someone else, called an "alternate", to replace the appointed representative at any meeting, if the appointed representative cannot attend.
- 1.6. Each member organization or institution must inform the organization's secretary who its representative and alternate will be. If the representative or alternate resigns from or leaves the other organization or institution, they cannot carry on as a representative or alternate.

### **2. Membership Termination.**

- 2.1. If a member has not been active for in the organization for six (6) months, or for three (3) consecutive meetings without a good reason, the organization can end its membership.
- 2.2. If the management committee has a good reason to do so, and if all the management committee members agree, it can end any individual or member organization or institution's membership. The individual, member organization or institution has the right to a hearing and may bring a third party to the hearing. This hearing must be held before a final decision is made.
- 2.3. A member can inform the management committee if he/she wishes to resign. This can only be done if there will still be at least three (3) members of the management committee remaining after the member resigns.
- 2.4. A member may resign if he/she can no longer carry on serving properly because of having a mental disorder, illness or being not active in the organization, he/she can no longer properly run his/her own affairs at home or work.

**Annexure "B"**

**Membership Fees**

**Until the next Annual General Meeting is held the Membership fees will be R 10.00 (Ten Rand) per Annum**