

CONSTITUTION OF THE NONPROFIT ORGANISATION KNOWN AS:

‘MURRAYSBURG SUSTAINABLE DEVELOPMENT COUNCIL NPC (MSDC)’

A non-profit organisation, with members, is hereby established in accordance with the following terms and provisions:

1. NAME

The name of the organisation hereby constituted shall be Murraysburg Sustainable Development Council (MSDC), which may also be referred to, from time to time, as MSDC (hereinafter referred to as "the Organisation").

2. OBJECTS

The Organisation’s primary objectives are:

2.1. To ensure the protection and sustainable development of Murraysburg’s natural and heritage resources in a manner that will be beneficial to all of its people.

To this end, in a manner that is devoid of race, gender, religious or political persuasion and class distinctions, the Organisation aims to:

2.1.1. motivate and enable the people of Murraysburg to work together to protect and uplift the environment and heritage resources of Murraysburg for the benefit of the current generation and, in particular, future generations;

2.1.2. meaningfully contribute to the resolution of environmental, economic and social issues arising from the exploitation of Murraysburg’s renewable resources;

2.1.3. meaningfully contribute to environmental, social and economic issues arising from the exploitation of Murraysburg’s non-renewable resources;

2.1.4. enhance the ability of Murraysburg’s people to address environmental, social and economic issues.

2.2. To systematically alleviate poverty in Murraysburg through:

2.2.1. The development of an Integrated Long Range Environmental Plan (ILREP) for the Town and the District, in collaboration with the appropriate organs of state and other relevant bodies.

2.2.2. The implementation and/or management of sustainable short and long-term upliftment projects as identified in the ILREP.

2.2.3. To act as a vehicle through which Third Parties, both from the Public as well as the Private sectors, can route contributions and resources in support of the company’s objectives.

2.2.4. To collaborate with all appropriate Local, Provincial and National Government agencies as well as Private benefactors.

3. POWERS

The Organisation shall have all such powers as may be necessary in order to undertake and promote its objectives as hereinbefore stated.

Without derogating from the generality of the foregoing, the Organisation shall have the following specific powers:

- 3.1. The Board of Directors shall be entitled, from time to time, to deal with any assets or investments for the time being and from time to time, forming part of the Organisation's funds (being the Organisation's funds and assets), as they in their sole and absolute discretion may decide, with the intent and purpose that the Board of Directors shall have the same unrestricted power of investing and using available funds and transposing investments and altering the use thereof, as if they were absolute beneficial owners entitled thereto.
- 3.2. Without derogating in any way from the generality of the authority specified in 3.1 hereof, the Board of Directors shall have the following specific powers, privileges and discretions and the Board of Directors shall by majority vote be entitled:
 - 3.2.1. to invest the Organisation's funds in such manner as they, in their sole and absolute discretion may consider fit, provided that such funds may only be invested with registered financial institutions listed in section 1 of the Financial Institutions (Investment Funds) Act, 1984;
 - 3.2.2. to realise or vary any investments from time to time, forming part of the Organisation's funds and to re-invest the proceeds in any such investments hereby authorised, as the Board of Directors in their sole and absolute discretion may consider appropriate; for such period as they may determine, to allow all investments at any time forming part of the Organisation funds, to remain either un-invested or in their original state of investment;
 - 3.2.3. to enter into donor funding arrangements with government, companies or individuals and to solicit and accept donations, bequests and contributions towards the funds of the Organisation;
 - 3.2.4. to institute or defend legal proceedings;
 - 3.2.5. to divide the Organisation funds into separate portions, or to establish a separate Organisation or Organisations as may be required for the successful implementation of approved projects;
 - 3.2.6. and, to exercise the powers and authorities herein granted to the Board of Directors in any part of the world and not only within the Republic of South Africa.
- 3.3. Without in any way derogating from the powers and authorities hereinbefore vested in the Board of Directors, they shall be entitled to deal with assets or investments held in the

Organisation by them in such manner as they shall from time to time deem advisable in the interest of the Organisation and to this end the Board of Directors shall be vested with all such additional powers and authorities as shall be necessary to enable them to do so.

4. CAPITAL AND INCOME

The Organisation shall be conducted on a non-profit basis, with the intent and purpose that its capital and income, whencesoever derived, shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred, directly or indirectly, (whether by way of salary, dividend, bonus or otherwise howsoever) by way of profit or distribution to any of the members of the Organisation; provided that nothing herein contained shall preclude the payment in good faith to a member or any other person of :

- 4.1. reasonable remuneration for services actually rendered to or on behalf of the Organisation; and,
- 4.2. reimbursement of actual costs, expenses and other commitments incurred on behalf of the Organisation.

5. MEMBERSHIP

- 5.1. As contemplated in item 4(1) of Schedule 1 of the Act, the Company has members, who are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Company.
- 5.2. Membership may be held by juristic persons, including profit companies;
- 5.3. Initial and periodic membership fees will be determined by the Board of Directors from time to time at their sole discretion and reviewed annually.
- 5.4. Applications for membership shall be made on the prescribed form and Membership of the Organisation shall be conferred upon such persons as the Board of Directors, in its absolute discretion, deems appropriate.
- 5.5. Membership may only be cancelled by a decision of the majority of the Board of Directors where, in their opinion, such member's conduct is not in the interests of the Organisation or in conflict with the objectives of the Organisation.
- 5.6. It is hereby expressly recorded that the Board of Directors shall not be under any obligation to assign reasons for their decisions in relation to the admission or cancellation of membership.

6. VESTING OF POWERS

- 6.1. The powers of the Organisation shall be exercised by the Board of Directors, which shall comprise not less than 5 (five) nor more than 9 (nine) persons.
- 6.2. There shall be elected and/or appointed at each Annual General Meeting of the Organisation, from amongst its members, the Board of Directors referred to in clause 6.1

above comprising:

6.2.1. Chairperson

6.2.2. Vice-Chairperson

6.2.3. Treasurer

6.2.4. Secretary

6.2.5. Media Liaison

6.2.6. Strategist/Planner

6.2.7. Project co-ordinator

6.3. Any member of the Organisation shall be eligible for appointment to the Board of Directors.

6.4. If so desired, the decision as to who shall fill the position of Chairperson, Vice-Chairperson, Treasurer and any other office bearer, if elected, may be left to the incoming Board of Directors to be taken at the first meeting after the Annual General Meeting.

6.5. The Board of Directors shall be responsible for the efficient management of the Organisation in accordance with policies determined by the Board of Directors and this Constitution.

6.6. The Board of Directors shall have the right to form sub-committees and to determine the extent of their powers and the manner in which the Board of Directors will oversee the actions of such sub-committees.

7. CORPORATE PERSONALITY AND LEGAL ACTION

7.1. The Organisation shall have a corporate personality, identity and existence distinct from its members or office-bearers.

7.2. The Organisation shall continue to exist notwithstanding changes in the composition of its membership or office-bearers.

7.3. The Organisation may sue or be sued in its own name.

8. PROPERTY

8.1. The Organisation may own property (corporeal or incorporeal) and shall keep records of all such property.

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

9. ADMINISTRATIVE PROVISIONS

- 9.1. All executive powers of the Organisation shall vest in and be exercised by the Board of Directors, which shall be entitled to act on behalf of the Organisation in pursuance of its objectives.
- 9.2. Fifty per cent (50%), plus one (1), of the Board of Directors shall constitute a quorum for a meeting.
- 9.3. A resolution put to the vote of the Board of Directors shall be decided by a poll.

Each member of the Board of Directors present or represented at such meeting shall be entitled to one (1) vote. In the event of an equality of votes, the Chairperson shall be entitled to a second or casting vote. A poll shall be taken in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be the Resolution of the meeting.

- 9.4. The Chairperson may, with the consent of a meeting of the Board of Directors at which a quorum is present (and shall if so directed by such meeting), adjourn the meeting from time to time and from place to place.
- 9.5. Each member of the Board of Directors shall have the power to name any other member of the Board of Directors to act as her/his alternate during her/his absence or inability to act as such. The appointment of any person other than a member of the Board of Directors shall require the prior approval of the Board of Directors (whose consent shall not be unreasonably withheld). Upon such appointment being made and approved (if necessary) as aforesaid, the alternate member shall in all respects be subject to the same terms, qualifications and conditions existing with reference to the other members of the Board of Directors.
- 9.6. A meeting of the Board of Directors may be convened at any time at the request of the Chairperson of the Board of Directors, and she/he shall be obliged to convene a meeting at any time upon written requisition signed by not less than 4 (four) members of the Board of Directors.
- 9.7. The Board of Directors may permit any other person having a special interest and concern in the activities of the Organisation, to attend meetings of the Board of Directors, or General Meetings, either personally or by representation, and to attend and speak at such meetings, but not to vote.

10. ANNUAL GENERAL MEETINGS

- 10.1. An Annual General Meeting of the Organisation shall be held within a period of fifteen (15) months of the adoption of this Constitution, and subsequent Annual General Meetings shall be held as soon as possible, but in any event within three (3) months, after the end of each financial year; subject to the condition that not less than fourteen (14) days prior written notice of any such meeting shall be given to all members entitled as of right to attend the same.
- 10.2. The business of an Annual General Meeting shall include inter alia :

- 10.2.1. the presentation and adoption of the Chairperson's Report;
- 10.2.2. the consideration of the Annual Financial Statements;
- 10.2.3. the election of members entitled to serve as members of the Board of Directors for the ensuing year; and,
- 10.2.4. such other matters as may be considered appropriate.

11. RESOLUTIONS

- 11.1. At all Annual General Meetings, a Resolution put to the vote of a meeting shall be decided by a poll. A poll shall be taken in such manner as the Chairperson of the meeting may direct, and the result of the poll shall be deemed to be the Resolution of the meeting.
- 11.2. Each Member present at such meeting shall be entitled to ONE (1) vote. In the event of an equality of votes the Chairperson shall be entitled to a second or casting vote.

12. QUORUM

A quorum constituting any Annual General Meeting of the Organisation shall comprise at least fifty per cent (50%) of the Organisation's membership who are actually present in person, and not merely represented, at such meeting.

13. INDEMNITY

- 13.1. Subject to the provisions of any relevant statute, every member of the Board of Directors shall be indemnified by the Organisation in respect of all acts done by her/him in good faith on its behalf, and it shall be the duty of the members of the Board of Directors out of the funds of the Organisation to pay all costs and expenses which any such person may have incurred or become liable for by reason of any act or deed done by her/ him in her/his capacity as a member of the Board of Directors in the discharge of her/his duties on behalf of the Organisation.
- 13.2. Subject to the provisions of any relevant statute, no member of the Board of Directors shall be liable for the acts or omissions of the Organisation or any other member thereof.

14. MINUTES

Minutes of all proceedings of the Board of Directors and of all Annual General Meetings of the Organisation shall be kept and maintained.

15. ACCESS TO RECORDS

Any member of the Board of Directors shall be entitled to inspect the books of account of the Organisation of the Minutes of the proceedings of the Board of Directors or of General Meetings.

16. NOTICES

16.1. Notices of meetings of the Board of Directors and of Annual General Meetings shall be addressed to all persons entitled thereto, either personally, or by email, fax or registered post, and shall be addressed to the last address notified to the Organisation. The inadvertent omission to address notice/s to any individual member/s shall not invalidate the proceedings of any such meeting.

16.2. Members shall be deemed to have received notice as aforesaid five (5) days after the sending of the relevant notice or announcement as aforesaid.

17. BOOKS OF ACCOUNT

17.1. The Board of Directors shall ensure that the Organisation keeps proper Books of Account which shall be audited by a member of the Society of Accountants and Auditors as soon as possible after the end of the Organisation's financial year which shall be the 28th of February.

17.2. It shall furthermore be incumbent upon the Board of Directors to cause to be prepared Annual Financial Statements which shall be available for inspection by all members of the Board of Directors.

17.3. The Director of Non-profit Organisations must be furnished with a copy of the Organisation's Books of Account within six months after the financial year end.

18. AMENDMENTS TO CONSTITUTION

No amendment to this Constitution shall be valid unless reduced to writing and signed by the entire Board of Directors.

19. NAME AND DISSOLUTION

19.1. The terms of this Constitution and/or the name of the Organisation may be amended and the Organisation itself may be dissolved, by decision passed at a duly convened Annual General Meeting, subject to the approval of a majority present at such meeting, which shall include not less than half of the members of the Organisation.

19.2. If upon the winding-up or dissolution of the Organisation there remains after satisfaction of all debts and commitments, any property, capital or accrued income whatsoever of the Organisation, this shall not be paid or distributed amongst members of the Organisation, but shall be transferred by donation or otherwise to a similar institution, society or body in the Republic of South Africa, having objects similar to those of the Organisation and as may be considered appropriate by the Board of Directors.