



Eseltjiesrus Donkey Sanctuary

CONSTITUTION

1. NAME

The organisation hereby constituted will be called "**Eseltjiesrus 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 own 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.

3.4 The organisation will not be a party to and will 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 under the Act or any other Act administered by the Commissioner for the South African Revenue Services as designated under the Act.

- 3.5 No resources of the organisation will be used, directly or indirectly, to support, advance or oppose any political party.
- 3.6 The organisation will comply with any reporting requirements as may be determined by the Commissioner for the South African Revenue Services.
- 3.7 All public benefit activities carried on by the organisation will be for the benefit of, or widely accessible to, the general public at large, including any sector thereof, and not for the benefit of small and exclusive groups.

4. AREAS OF OPERATION

The organisation shall operate within the Republic of South Africa.

5. MEMBERSHIP

- 5.1 The membership of the organisation shall comprise all current Adopters and Donors; Members of the Board; Eseltjiesrus Donkey Sanctuary Legacy Friends; and Volunteers.
- 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 the Board of Eseltjiesrus Donkey Sanctuary ("the Board") which may exercise or delegate to any 1 (one) or more persons or sub-committees such powers as may be needed to perform a necessary duty or act.
- 6.2 The role of the Board shall be to:
 - 6.2.1 set overall policy;
 - 6.2.2 determine strategies and be part of the strategic planning;
 - 6.2.3 determine the annual budget including salary levels and conditions of service of senior management staff positions after consultation with the Executive Manager and Human Resource Committee;
 - 6.2.4 take fiduciary responsibility for the organisation; and
 - 6.2.5 receive reports from the Executive Committee in terms of the above roles.
- 6.3 The Board will be made up of at least 6 (six) but not more than 12 (twelve) non-executive members of whom at least 3 (three) are natural persons who are not connected persons within the meaning in section 1 of the Income Tax Act, .58 of 1962 and no single person may directly or indirectly control the decision making powers of the organisation.
- 6.4 Such members of the Executive Committee as the Board may direct will serve on the Board as voting members provided that there must be more non-executive Board members than Executive Committee members on the Board at all times. Any other members of the Executive Committee may attend Board Meetings without voting rights. The Executive Manager will be a member of the Board with voting rights.

- 6.5 The Patron of the organisation may attend Board meetings without voting rights.
- 6.6 The Founders of the organisation (Johan van Zijl and Annemarie van Zijl) will be ex officio members of the Board with voting rights.
- 6.7 Non-executive 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. A system of 'rotating off' will be introduced so as to ensure that the membership of the Board has both continuity and change.
- 6.8 The Board will elect its own Chairperson from amongst its members.
- 6.9 The Board will appoint the Executive Manager.
- 6.10 The Board will appoint the other members of the Executive Committee of the organisation after consultation with the Executive Manager. The Executive committee, led by the Executive Manager shall be the office bearers of the organisation. The Executive Committee will be responsible for the day-to-day running of the organisation and will operate within the policies, budget and planned strategies as determined annually by the Board. The Executive Manager will, after consultation with the Executive Committee, appoint all staff positions other than those referred to in 6.2.3 above. Should no consensus be reached between the Executive Manager and the Executive Committee, the Executive Manager's decision shall be final and binding.
- 6.11 The Board may co-opt up to 2 (two) persons onto the Board and set up sub-committees for particular tasks.
- 6.12 The Executive Committee may appoint sub-committees to assist it with giving effect to decisions made by the Board. The Executive Manager must be advised of any recommendations made by a sub-committee. The Executive Manager will, after consultation with the Executive Committee, be responsible for making the final decision as to whether or not to implement the recommendations. Should no consensus be reached between the Executive Manager and the Executive Committee, the Executive Manager's decision shall be final and binding
- 6.13 All members of the organisation shall abide by decisions of the Board.
- 6.14 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.
- 6.15 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.

7. MEETINGS AND PROCEDURES OF THE BOARD

- 7.1 The Board will meet at least 3 (three) times a year.
- 7.2 A quorum for any Board meeting will be at least ½ (half) of the non-executive members of the Board, who shall be present in person or in a virtual or electronic meeting, provided that the Executive Committee members voting may not outnumber the non-executive members voting.
- 7.3 The chairperson, or 2 (two) members of the Board, may call a special meeting on 10 (ten) days' written notice to all members of the Board. 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 Board. 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 Board meetings shall be taken on a simple majority basis on a show of hands by those members present. In the event of an equality of votes, the chairperson shall have the casting vote.
- 7.6 A round robin resolution shall only be valid if signed by all Board members who are present in South Africa on the due date of the resolution provided that the number of such Board Members would have constituted a quorum at a properly constituted Board meeting.
- 7.7 Minutes will be taken at every meeting to record the Board's decisions. The minutes of each meeting will be given to all members 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 Board, and shall thereafter be signed by the chairperson.
- 7.8 If a member of the Board resigns or does not attend 3 (three) Board meetings in a row, without having applied for and obtained leave of absence from the Board, then the Board may appoint a new member to take that person's place. The continuing members of the Board may act notwithstanding any vacancy in their number.

8. REMUNERATION AND EXPENSES

- 8.1 The remuneration of any member or office bearer shall from time to time be determined by the Executive Manager, 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 Board 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 Executive Manager.
- 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 Executive Manager.
- 8.4 No excessive remuneration will be paid to any employee, office bearer, member or other person, having regard to what is generally considered reasonable in the sector and in relation to the service rendered. Such remuneration must not economically benefit any person in a manner which is not consistent with the objects of the organisation.

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 Board and the notice of the 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 Board members;
 - 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. In the event of a quorum not being reached the meeting will reassemble 7 (seven) days later and those members present will constitute a quorum.
- 9.5 The chairperson of the Board 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 put to the vote of the meeting shall be decided on a simple majority basis on a show of hands of those members present.
- 9.7 Members may in writing appoint the Chairperson of any general meeting to vote on their behalf as a proxy provided that this is communicated to the persons at the meeting at which such proxy is to be used.

10. POWERS OF THE ORGANISATION

- 10.1 The Board 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 Board member, 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; and shall arrange for all funds received to be paid into a bank account in the name of the organisation.
- 11.3 There must at all times be four bank signatories whom the Board must appoint from amongst the Board members or the Executive Committee, provided that:
- 11.3.1 at all times one of the signatories must be a Board Member;
 - 11.3.2 any one of the appointed signatories may authorise the bank to make a payment or other authorised transaction for the organisation; and
 - 11.3.3 the Board must make rules relating to the procedure to be followed internally within the organisation when making payments over a certain amount.
- 11.4 The financial year end of the organisation shall be the last day of 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 only purchase securities listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985, or as otherwise agreed by the Board.
- 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 is not permissible.

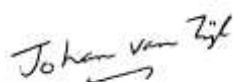
12. CHANGES TO THE CONSTITUTION

- 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 funds 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 INITIALLY APPROVED AND ACCEPTED BY THE MEMBERS OF THE **ESELTJIESRUS DONKEY SANCTUARY** AT ITS ANNUAL GENERAL MEETING HELD AT MCGREGOR ON 22nd APRIL 2009. THE CONSTITUTION WAS AMENDED AT SUBSEQUENT ANNUAL GENERAL MEETINGS. THIS VERSION OF THE CONSTITUTION REPLACES ALL CONSTITUTIONS PREVIOUSLY APPROVED AND ACCEPTED BY THE MEMBERS OF ESELTJIESRUS DONKEY SANCTUARY.



CHAIRPERSON

Date 14 August 2024



SECRETARY