



THABO MOKONE FOUNDATION

CONSTITUTION

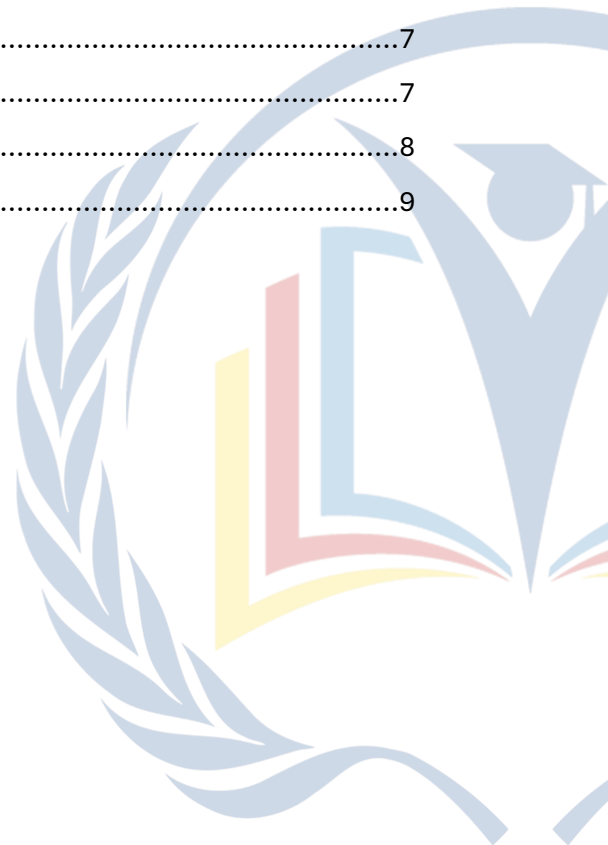


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1. NAME

- 1.1 The organization hereby constituted will be called THABO MOKONE FOUNDATION
1.2 Its shortened name will be TMF (hereinafter referred to as the organization)

2. BODY CORPRATE

The organization shall:

- Exist, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions
- Be able to sue and be sued in its own name

3. OBJECTIVES

a) The organization's main objectives are to:

- Plan and host fundraising events to assist and support both vulnerable and orphan children
- Care and support vulnerable orphan children
- Aid, promote and support vulnerable children who need basic needs such as food, clothes, school stationery, school uniform and children's toys
- Fundraise for recreational activities for vulnerable children

b) SECONDARY OBJECTIVES:

- Education and development activities
- Establish and maintain a Centre for the youth who will participate in recreational activities
- Community development
- Associated with health and social institutions to promote health and wellness
- Protect, support the rights, laws and advisories of HIV infected people
- Plan and host HIV/AIDS awareness events

4. GOVERNANCE STRUCTURE AND MECHANISM OF GOVERNANCE

4.1 The office bearers will oversee the organization. The office bearers will be made up of 3 members.

They are the board of governance of the organization.

4.2 **Term of Office:** office bearers will serve for a period of one year which has been agreed to by the general membership at AMG, and which shall not exceed three years. They can, however, stand



for re-election for another term in office repeatedly after that, for so long as their services are needed and they are ready to give their services.

4.3 Vacancies: The office bearers must, as soon as reasonable, appoint someone to fill any vacancy that reduces the number of office bearers.

4.4 Resignation: An office bearer may resign from office in writing.

4.5 Disqualification or removal: If an Office Bearer does not attend three meetings in a row, without having applied for and obtaining leave of absence from the board, then the Board will find a new member to take that person's place.

5. POWER OF THE ORGANIZATION

5.1 VESTING OF POWERS

The powers of the Foundation shall be exercised by Directors:

- I. Senior Director
- II. Treasurer
- III. Secretary

5.2 The board shall carry out the power on behalf of the organization and they shall manage the affairs of the organization in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the Organization

5.3 The board is responsible for making decisions, and acting on such decisions, which it believes needs to be made to achieve the objectives of the organization as stated in point Number 2 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.

5.4 The board shall have the general powers and authority to:

- 5.4.1 Raise funds or invite and receive contribution.
- 5.4.2 Buy, hire or exchange for any property that it needs to achieve its objectives
- 5.4.3 Make by-laws for proper governance and management of the organization
- 5.4.4 Form sub-committees as and when it is necessary for proper functioning of the organization.

5.5 If the Board thinks it is necessary, then it can decide to set up sub-committees. It may decide to do this to get some work done quickly, or it may want a sub-committee to do an inquiry, for example

5.6 The Board may delegate any of its powers or functions to a sub-committee provided that:

- 5.6.1 Such delegation and conditions are reflected in the minutes for a meeting.
- 5.6.2 At least one Office Bearer serves in the sub-committee.



5.6.3 There are three or more people on the sub-committee.

5.6.4 The sub-committee must regularly report back to the board on these activities.

5.7 The Board must in advance approve all expenditure incurred by the sub-committee and may revoke the delegation or amend the conditions of the delegation.

6. MEETINGS

6.1 Annual General Meeting

6.1.1 Stakeholders of the organization must attend its Annual General Meetings

6.1.2 The purpose of an Annual General Meetings (AGM) is to:

- Report back to stakeholders from the Office Bearers on the achievements and work of over the year
- Make any changes to the constitution
- Enable members to decide on the policies of the organization.

6.1.3 The Annual General Meeting must be held once every year. Towards the end of the organization's financial year.

6.1.4 The organization should deal with the following business, amongst others, at its Annual General Meeting:

- Agree to the items to be discussed on the agenda
- Write down who is there and who has sent apologies because they cannot attend
- Read and confirm the previous meeting's minutes with matters arising
- Chairperson's report
- Treasurer's report
- Changes to the constitution that members may want to make
- Elect new Office Bearers
- General
- Close meeting

7. SPECIAL GENERAL MEETINGS

7.1.1 The Special General Meetings (SMG) or any other special meeting is held outside of normal or regular meetings

7.1.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meetings of members.



- 7.1.3 The Board or not less than one-third of the members may call a Special General Meeting of the organization.
- 7.1.4 Special Meetings may be called when the Board needs the mandate or guidance of the general members of the organization to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

8. ORDINARY MEETINGS

- 8.1.1 Ordinary meetings are conducted to complete the standard order of business of the organization. These are held once quarter and are attended by the Boards.
- 8.1.2 The meetings of the board will be held at least once a quarter or when a need arises from time to time to conduct the business of the board.

9. NOTICE OF MEETINGS

- 9.1.1 The Chairman of the board shall convene meetings. The secretary must tell all board members about the date of the proposed meeting within a reasonable time, but not less than seven (7) days before it is due to take place.
- 9.1.2 However, when convening an AGM, or a Special General Meeting, all members of the organization must be informed of the meeting no less than fourteen (14) days before such a meeting.
- 9.1.3 Notices provided for in this constitution must be given to all relevant members in writing, either personally or by post or electronic communication or whichever manner is convenient, to the address or other similar particulars provided by the members.
- 9.1.4 The notices for all meetings must indicate the reason for the meeting and the matters that will be discussed in the meeting.
- 9.1.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.
- 9.1.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

10. QUORUMS



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- 10.1.1 Quorums for all meetings of the organization shall be a simple majority (50% + 1) of relevant members who are expected to attend.
- 10.1.2 However, for the purpose of considering changes to this constitution, or the dissolution of the organization, then two thirds of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
- 10.1.3 All meetings of the organization must reach a quorum before they can start.
- 10.1.4 If, however, a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.
- 10.1.5 If no quorum is present at the reconvened meeting within fourteen minutes of the appointed time, members present shall be regarded to make a quorum for that meeting, and the meeting will continue as if the quorum is present.

11. PROCEDURE AT MEETINGS

- 11.1.1 The Board may regulate its meetings and proceedings as it deems fit, subject to the following:
 - That the Chairperson shall chair all the meetings of the organization including that of the Board.
 - If the Chairperson is not present, Vice-Chairperson shall chair such meeting. In the event both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

12. MAKING DECISIONS IN MEETING

- 12.1.1 Where possible, the decision of the organization shall be taken by consensus. However, when there is no consensus, members will discuss options for a while and then call for a vote.
- 12.1.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- 12.1.3 However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.
- 12.1.4 All members must abide by the majority decision.
- 12.1.5 Decisions concerning changes to this constitution, or of dissolution and closing of the organization, shall only be dealt with in terms of clauses 9 and 10 of the constitution.



13. RECORD OF MEETINGS

- 13.1.1 Proper minutes and attendance records must be kept for all meetings of the organization.
- 13.1.2 The minutes shall be confirmed as a true record of proceedings by the next meetings of the board, or of general members as the case may be and shall thereafter be signed by the chairperson.
- 13.1.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

14. INCOME AND PROPERTY

- 14.1 The organization will keep a record of everything it owns.
- 14.2 The organization may not give any of its money or property to its members or the board. The only time it can do this is when it pays for work that an Office Bearer or members has done for the organization. The payment must be a reasonable amount for the work that has been done.
- 14.3 The board or a member of the organization can only get money back from the organization for expenses that he/she has paid for or on behalf of the organization and for which authorization has been granted.
- 14.4 The board or members of the organization do not have rights over things that belong to the organization.

15. FINANCE AND REPORTS

- 15.1 **Bank Accounts:** The board must open a bank account in the name of the organization with a registered bank.
- 15.2 **Signing:** Cheque and other documents requiring signature on behalf of the organization shall be signed by at least two people authorized by the board. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the organization must sign withdrawal or cheque.
- 15.3 **Financial Year-end:** The financial year end of the organization shall be on the 31 JULY of each year.
- 15.4 **Financial Report:** The board must ensure that proper records and books of accounts which reflect the affairs of the organization are kept, and within six (6) months of the financial year a report is compiled by an independent registered accounting officer stating whether the



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financial statement of the organization are consistent with its accounting policies and practices of the organization.

- 15.5 The treasurer is responsible for making sure that the money of the organization is safe and accounted for.
- 15.6 The treasurer must also make regular reports to the board on the finances of the organization, which should include all income, expenditures and balances that remains according to accounting practices of the organization.
- 15.7 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 institution (Investment of funds) act 1984, or as shall be amended, to the organization can get securities that are listed on a licensed stock exchange as set out in the stock Exchange Control Act 1985 (as Amended). The organization can go to different banks to seek advice on the best way to look after its funds.

16. AMENDMENTS TO THE CONSTITUTION

- 16.1 The constitution can only be changed by a resolution. The resolution must be agreed upon and passed by not less than two-third (2/3) or at least 67%) of the members who are at the Annual General Meeting or Special General Meeting, Members must vote at these meetings to change the constitution.
- 16.2 For the purpose of considering changes to this constitution, two-thirds of the members shall be present at a meeting to make a 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 notice referred to in clause 6 of this constitution.
- 16.3 As provided for in clause 6, written Notice must go out not less than the fourteen (14) 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.
- 16.4 No amendments may be made which would cause the organization to close down or stop functioning or die away.



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17. DISSOLUTION OR CLOSING DOWN

17.1 The organization may dissolve or close if at least two-thirds of the members present and vote at a meeting convened for the purpose of considering such matter, are in favor of closing.

17.2 When the organization closes, it must pay off all its debts. After doing this, if there is property or money left over, it should not be paid or given to members of the organization. It should be given in some way to another non-profit organization that has similar objectives. The organization's general meeting can decide what organization this should be.





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GOVERNANCE & COMPLIANCE SECTIONS FOR TMF

CODE OF CONDUCT

Purpose. This Code sets out the standards of behavior expected of all office bearers, members, employees, contractors and volunteers of Thabo Mokone Foundation ("TMF"). Breach of this Code constitutes misconduct and may result in disciplinary action or termination of membership/engagement.

1) Values and Behavioral Standards

- a) **Integrity & Honesty:** Act lawfully and in good faith; no fraud, corruption, theft or conduct that brings TMF into disrepute.
- b) **Respect & Non-Discrimination:** Treat all people with dignity. Harassment, bullying and hate speech are prohibited.
- c) **Safeguarding:** Where programmes involve children or vulnerable persons, the safeguarding provisions below apply.
- d) **Financial Probity:** Use TMF resources only for authorized purposes. Keep accurate source documents and records.
- e) **Confidentiality & Data Protection:** Protect personal information and confidential data. Use only for lawful purposes with appropriate safeguards.
- f) **Gifts, Hospitality & Benefits:** Do not solicit gifts. Benefits over a de minimis value must be declared within 7 days for entry into the Gifts & Hospitality Register.
- g) **Political Neutrality:** TMF is non-partisan. Do not use TMF resources for party-political activity or make public statements in TMF's name without authorization.
- h) **Whistleblowing & Duty to Report:** Suspected misconduct, abuse or illegal activity must be reported promptly via the protected disclosures channel. Victimization is prohibited.
- i) **Conflict of Interest:** Declare actual, potential or perceived conflicts in advance and manage per the Conflict-of-Interest Policy.

2) Child & Vulnerable Persons Safeguarding (where applicable)



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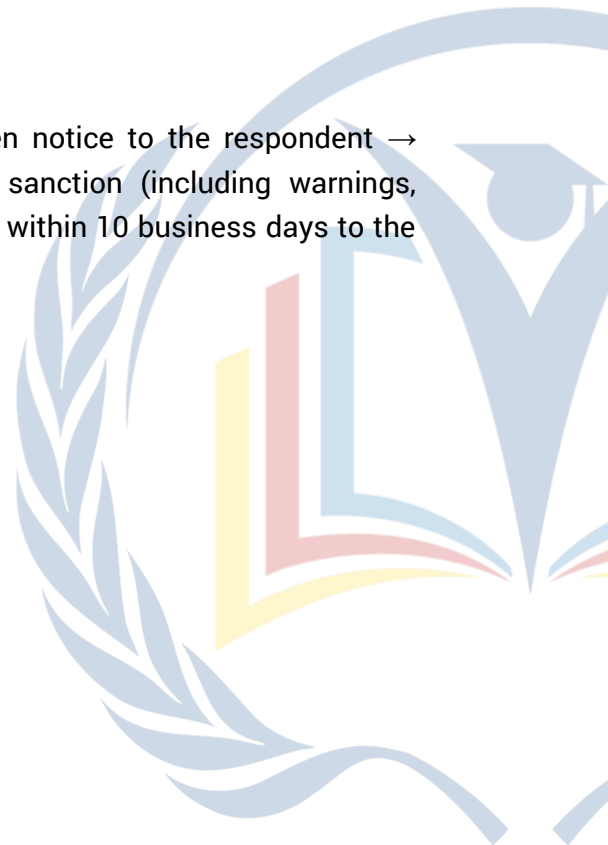
- a) **Vetting:** No person whose particulars appear in the National Register for Sex Offenders, or the National Child Protection Register may be placed in child-related positions. All relevant personnel undergo lawful screening (including criminal checks and register checks).
- b) **Conduct Standards:** No corporal punishment, exploitation or inappropriate contact. Apply two-adult/open-door principles where feasible. Obtain informed consent for images/records.
- c) **Incident Reporting:** Report suspicion/allegations of abuse immediately to the Designated Safeguarding Officer and, where required, to SAPS or the relevant authority. Maintain secure records.
- d) **Training:** Mandatory safeguarding and Code of Conduct training before duties commence and annually thereafter.

3) Data Protection & Access to Information

- a) TMF will appoint and register an Information Officer with the Information Regulator, maintain a PAIA Manual, and implement appropriate security, retention and access controls.
- b) Data breaches must be reported internally within 24 hours, and externally to the Information Regulator and affected data subjects where legally required.

4) Disciplinary Process under this Code

- a) Receipt of allegation → preliminary assessment → written notice to the respondent → opportunity to respond/hearing → reasoned outcome and sanction (including warnings, suspension, termination, and/or referral to authorities). Appeal within 10 business days to the Board Appeals Sub-committee.





MEMBERSHIP

1) Categories

- a) **Ordinary Members** – eligible to vote and hold office, subject to eligibility.
- b) **Honorary Members** – recognized for exceptional service; voting rights only if expressly granted by the Board.
- c) **Associate Members** – supporters/volunteers without voting rights.

2) Eligibility & Admission

- a) Individuals 18+ who support TMF objectives; juristic persons represented by authorized delegates; persons not disqualified by law from office.
- b) **Application:** Submit application form, identity/registration documents, and a signed declaration to abide by the Constitution, Code and policies.
- c) **Screening:** TMF may perform reasonable due diligence, including conflict and safeguarding checks for roles involving children or vulnerable persons.
- d) **Decision:** The Board (or Membership Committee) decides within 30 days and records reasons for refusal.

3) Rights & Obligations

Rights include participation, receipt of notices, access to approved information and (where applicable) voting. Obligations include adherence to the Constitution/Code/policies, payment of any fees, updated contact details, and acting in TMF's best interests.

4) Membership Register & Privacy

The Secretariat maintains an up-to-date register (names, contact details, category, admission/cessation dates, and restrictions). Access is controlled and personal information processed lawfully.

5) Suspension & Termination

- a) Resignation by written notice.
- b) Lapse for non-payment after 60 days' written notice (if fees apply).
- c) Termination for material breach after fair process (with right of appeal within 10 business days).
- d) Automatic termination on death or deregistration of a juristic person.



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6) Meetings & Voting

Electronic meetings permitted. Unless otherwise stated, resolutions pass by simple majority.

CONFLICT OF INTEREST POLICY

Purpose. Preserve integrity in TMF's decision-making and protect its reputation by ensuring decisions are made without improper influence.

1) What is a Conflict?

A conflict exists where personal, financial or other interests (including those of family/close associates/organizations) could improperly influence or be perceived to influence duties to TMF.

2) Mandatory Declarations

- a) Annual Declarations: Board members, key staff and committee members complete an Annual Declaration of Interests and Related-Party Questionnaire.
- b) Meeting-Specific Declarations: At the start of each meeting, agenda-specific interests are declared and minuted.
- c) Gifts & Hospitality Register: All gifts, hospitality, sponsorships and benefits received/offered are declared within 7 days.

3) Management & Recusal

- a) Once declared, the Chair determines management step-recusal, limited participation or permission if immaterial.
- b) A conflicted person may be asked to leave the meeting for that item; their presence does not count toward quorum for that item.
- c) Related-party transactions require prior Board approval, arm's-length terms and documentation (including benchmarking/quotes where appropriate).
- d) Non-compliance is misconduct and may result in removal from office or termination of membership.

4) Registers & Records



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Maintain:

- i. Register of Interests
- ii. Gifts & Hospitality Register
- iii. Related-Party Transactions Log, retained for at least five (5) years.

5) Review

The Board shall review this Constitution at least once every three (3) years, or sooner if required by changes in law or governance best practice. Recommendations for amendments shall be presented to the members at an Annual or Special General Meeting for adoption in accordance with the procedures set out herein.





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DISPUTE RESOLUTION

Purpose. Provide a fair, efficient and lawful framework for resolving internal disputes between members, office bearers, staff, volunteers and TMF.

1) Scope & Informal Resolution

Parties first attempt informal resolution directly or via the Chair/Secretary within 10 business days.

2) Formal Grievance Process

Step 1 – Written grievance to the Secretary within 30 days of becoming aware of the dispute, with facts and desired outcome.

Step 2 – Acknowledgment within 5 business days and appointment of an impartial investigator/committee.

Step 3 – Investigation within 15 business days (reasonable extensions allowed for complexity); parties interviewed and evidence collected.

Step 4 – Reasoned written decision with remedies (e.g., apology, undertakings, training, reversal of decision, or sanctions under the Code).

3) Mediation (Optional)

Any party may propose mediation by an independent accredited mediator; costs shared equally unless agreed otherwise.

4) Arbitration (Final & Binding)

If unresolved, disputes are referred to arbitration under the Arbitration Act, 1965. The arbitrator is appointed by agreement, failing which by AFSA or equivalent. The award is final and binding.

5) Urgent Relief & Statutory Rights

Nothing prevents urgent court relief, reporting criminal conduct, or exercising rights under labour or other applicable legislation.





LEGAL & COMPLIANCE FRAMEWORK (SOUTH AFRICA) – Overview

This Constitution aligns with the following statutes and requirements (as amended):

- Nonprofit Organisations Act, 1997: registration and annual reporting to the NPO Directorate within nine (9) months of financial year-end.
- Income Tax Act, 1962 (sections 10(1)(cN), 30 and 18A) & SARS rules for PBOs and section 18A approval; annual IT12EI returns.
- POPIA (2013) & PAIA (2000): register an Information Officer; maintain a PAIA Manual; ensure lawful processing and security of personal information and data-breach notifications.
- Children's Act, 2005 & Sexual Offences Act/National Register for Sex Offenders: safeguarding, screening and prohibitions for child-related work.
- Arbitration Act, 1965; Protected Disclosures Act, 2000: dispute resolution and whistleblower protection.
- Companies Act, 2008 (if TMF is or becomes an NPC): fiduciary duties, public-interest score thresholds, CIPC annual returns (and AFS where applicable).
- BCEA, LRA, OHSA: baseline employment and safety obligations where TMF employs staff and/or operates premises.

Compliance Calendar & Registers

- a) Annual NPO narrative + financial report + accounting officer's report → due within 9 months after FYE.
- b) SARS IT12EI annual return (for exempt entities) → by SARS due date via eFiling; maintain PBO and (if applicable) 18A compliance.
- c) Update Office-Bearer details with the NPO Directorate within one (1) month of any changes.
- d) Maintain and review annually:
 - i. Membership Register
 - ii. Register of Interests
 - iii. Gifts & Hospitality Register
 - iv. Related-Party Transactions Log
 - v. Safeguarding Incident Register



- vi. Complaints & Disputes Register
- vii. Asset Register; Risk Register.

APPENDIX – STANDARD OPERATING PROCESSES

A) Membership Process

1) Application submitted → 2) Secretariat due diligence → 3) Committee review & decision (≤30 days) → 4) Applicant notified → 5) Induction & policy issuance.

B) Conflict of Interest Process

1) Annual declarations collected & logged → 2) Meeting-specific declarations → 3) Chair determines management (recusal/limits) → 4) Secretary records and updates Registers → 5) Annual review by Audit & Risk.

C) Code of Conduct Disciplinary Process

1) Report received → 2) Preliminary assessment → 3) Notice & response → 4) Hearing (if required) → 5) Outcome & sanction → 6) Appeal within 10 business days.

D) Dispute Resolution Flow

1) Informal resolution (10 business days) → 2) Formal grievance → 3) Investigation (≤15 business days) → 4) Written outcome → 5) Optional mediation → 6) Final & binding arbitration.

This constitution was approved and accepted by members of

At a Special General Meeting held on _____(Day/month/year).

CHAIRPERSON

SECRETARY

