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SOUTH AFRICAN GUIDE-DOGS
association for the blind
000-758 NPO

CONSTITUTION

1. NAME

The name of the Association shall be "South African Guide-Dogs Association for the Blind", and in Afrikaans "Suid-Afrikaanse Gidshondvereniging vir Blindes", (hereinafter referred to as the "Association").

The Association shall:

- be a corporate body having perpetual succession.
- have an existence independent of its members.
- be capable of suing and being sued in its own name; and
- no member shall have or acquire rights of whatsoever nature to all or any of its assets.

2. AREA of OPERATION

The Association shall operate and render services in pursuance of its objects in the Republic of South Africa as defined on the 31st May 1961 and only upon written request beyond the borders of the Republic of South Africa.

Contributions will be collected and investments will be made within the Republic of South Africa unless deemed otherwise by the Board of the Association.

3. OBJECTIVES

The main objective of the Association shall be to improve the mobility, independence of action and overall well-being of visually-impaired people and other persons with disabilities. This shall be attained through:-

- a. The provision of Guide-Dogs (including Service Dogs and Social dogs)
 - I. The training and instruction of visually-impaired people and other people with disabilities in the proper and safe utilisation of guide-dogs and in the essentials of canine care and management.
 - II. Receiving applications from candidates desiring trained guide-dogs and tuition and providing such guide-dogs and tuition upon such terms as may be determined by the Board.
 - III. Breeding, acquiring, whether by purchase or donation, dogs and training them to act as efficient and safe guides for visually-impaired people and other people with disabilities.



- b. Orientation and Mobility education
 - I. The development and provision of skills programmes relating to the orientation and mobility for visually-impaired people.
 - II. The training and instruction of suitably qualified Orientation & Mobility Practitioners in the techniques of orientation and mobility for visually-impaired people.

4. MEMBERSHIP of the ASSOCIATION

The Association shall consist of ordinary members and life members as hereinafter described:-

- a. Ordinary Members
All natural persons who, on application to the Board and who subscribe to the funds of the Association such amount as determined by the Board shall be members of the Association from the date when, and until the end of the financial year during which subscription is received.
- b. Life Members
All natural persons, who on application to the Board and who subscribe such amounts as may be determined by the Board Committee to the funds of the Association, shall be life members and shall enjoy all the rights and privileges of an ordinary member.

5. MEETINGS

5.1. Notice of Meetings

- a. The Association shall, not less than 21 (twenty-one) days before each meeting, inform all members at their physical, postal or registered e-mail address, stating the place and hour of the meeting.
- b. In the case of an Annual General Meeting such notice shall be accompanied by the reports from the Chairman of the Board and the Executive Director, copies of the Annual Financial Statements together with the Auditor's report and any proposed resolutions.
- c. In the case of a Special Meeting, such notice shall specify the business to be transacted at that meeting.

5.2. Annual General Meeting

- a. An Annual General Meeting of members shall be convened within 6 (six) months of the end of the financial year. At such a meeting the Chairman of the Board shall preside, or in his absence, the Vice Chairman and in the absence of both, the meeting shall elect a Chairman for that meeting.
- b. The purpose of such meeting shall be to receive the report and audited financial statements of the Association, and to elect a Chairman, Vice Chairman, and Honorary Secretary, Honorary Treasurer and the Board of the Association.
- c. The Annual General Meeting may on recommendation of the Board appoint Patrons, Honorary Presidents, Honorary Vice Presidents, Honorary Life Members and Honorary Members.
- d. The Annual General Meeting shall appoint an Auditor or Auditors.

5.3. Special Meetings

- a. The Board shall, of its own volition, or if asked to do so by not less than 15 (fifteen) members of the Association convene a special general meeting of members, and shall give 3 (three) weeks notice of such meeting. The reason for the calling of the special general meeting shall be stated in the notice to members.

- b. No other business except that of which notice has been given in the prescribed manner, shall be conducted at such a special meeting.

5.4. Voting and Quorums

- a. At a general meeting of the Association each member present shall have one vote on each motion with the Chairman having a casting vote.
- b. At a general meeting of the Association 10 (ten) members of the Association shall form a quorum. In the event of no quorum being present, such meeting shall stand adjourned for 1 (one) week, when the members attending shall constitute a quorum.

6. BOARD of the ASSOCIATION

The affairs of the Association shall be vested in the Board of the Association, herein described as the "Board", which shall be responsible for the fiduciary responsibility of the Association and which shall consist of elected members and co-opted members all having equal voting rights

- a. Elected members shall be elected at the Annual General Meeting. Elected members shall be in number not less than 7 (seven) and not more than 10 (ten) and shall include a Chairman, a Vice Chairman, an Honorary Secretary and an Honorary Treasurer; provided that at all times at least three members of the Board shall not be connected persons in relation to each other for the purposes of the Income Tax Act, 1962 (the "Act") and at no time will a single person directly or indirectly control the decision making powers relating to the Association.
- b. Elected members shall hold office until the next Annual General Meeting, but may be eligible for re-election. In principle, however, elected members should not serve for more than 5 (five) consecutive terms unless deemed otherwise by a majority of those members present at the Annual General Meeting.
- c. The Executive Director shall automatically become a member of the Board with full voting powers, on appointment and shall remain such until termination of service.
- d. The Board shall have the right to co-opt not more than 5 (five) additional members. Co-opted members shall hold office until the next Annual General Meeting.
- e. A member of the Board shall vacate his seat upon the Board if he resigns or absents himself from more than 3 (three) consecutive meetings of the Board without leave of absence.
- f. Vacancies on the Board may be filled by the majority vote of the remaining members of the Board.
- g. The Board shall meet as often as necessary but not less than 5 (five) times in a financial year. Notice shall be given to members at least 7 (seven) days before such meeting. The Chairman may at any time call a special meeting of the Board.
- h. A quorum of the Board shall consist of not less than 4 (four) of its members. If no quorum be present the provisions of Article 5.4.b of the Constitution shall apply mutatis mutandis.
- i. The Board may appoint such standing Committees, sub-committees or representatives as may be required, and shall delegate to such standing committees, sub-committees or representatives, such powers as it may deem necessary. The Board shall establish rules defining the area and scope of activity of such standing committees, sub-committees and representatives.
- j. No member of the Board, management or staff of the Association or their direct family members shall have direct interest in or benefit from any contract which the Association may conclude with any company.
- k. In the event that special resolutions need to be made by the Board such resolutions may be approved by way of electronic approval from the elected office bearers. In this event hard copies must be retained.

7. POWERS of the BOARD

The Board shall have all the powers to do such things incidental or conducive to the attainment of the objects of the Association in accordance with the Constitution, and, without detracting in any way from the generality of this provision, shall have the following powers:

- a. To raise funds for the Association and to acquire by purchase, donation or bequest, land and property, movable and immovable, and to maintain, develop, alter or mortgage such immovable property at the discretion of the Board and also to sell or otherwise dispose of in any way, any of the Association's property or assets; provided that the Association shall not be entitled to accept 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 of the Act); and provided further 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 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.
- b. To deal with such properties in any way including lease, hire or exchange.
- c. To borrow monies with or without security for the purposes of the Association and to invest monies of the Association and to vary and realise such investments.
- d. To appoint professional advisors and agents and to determine their remuneration and to terminate their appointment.
- e. To enter into, or sign any contracts or documents in the name of the Association and to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association.
- f. To appoint such employees of the Association as it may deem necessary and upon such terms and conditions as it may decide.
- g. To disperse such monies as may be necessary for the achievements of the objects of the Association.
- h. To delegate authority to any number of members of the Board to sign any documents.
- i. To do all such other acts or things as, in the opinion of the Board, are conducive to the attainment of any or all of the objects of the Association.
- j. To enter into any contract and to take over assets, liabilities and operations of Associations or bodies having similar aims and objects.
- k. The Association shall not make payment of any remuneration to employees or other advisors appointed by it which is excessive, having regard to what is generally considered reasonable and in relation to the service rendered and the Association shall not economically benefit any person in a manner which is not consistent with its objects.

8. SPECIAL PROVISIONS

- a. Proper books of account shall be kept, balanced at the end of each financial year and audited by the appointed auditor or auditors.
- b. Proper minutes shall be kept by the Secretary, or a person appointed for the task, of all Meetings of the Association, the Board or any of its Committees.
- c. The Association shall open and operate an account or accounts with a recognised financial institution or institutions in the Republic of South Africa into which all monies received on account of the Association shall be deposited and all cheques drawn against such account or accounts of the Association shall be signed by 2 (two) of a number of persons deputed for this purpose by the Board.

- d. Any property, funds or income of the Association shall be utilised solely for the objects for which it was established and it shall be prohibited from transferring or distributing any portion thereof directly or indirectly in any manner whatsoever (other than in the course of undertaking the objectives of the Association set out in Article 3) so as to profit any person other than by way of the payment in good faith of reasonable remuneration to any officer or employee of the Association for any services actually rendered to it.
- e. The financial year of the Association shall be a period of 12 (twelve) months ending 31st March of each year.
- f. The Association shall comply with all reporting requirements determined by the Commissioner for the South African Revenue Service from time to time.
- g. The Association shall not use its resources directly or indirectly to support, advance or oppose any political party.
- h. The activities of the Association shall be carried out in a non-profit manner and with an altruistic or philanthropic intent.
- i. No activity of the Association will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Association otherwise than by way of reasonable remuneration.

9. AMENDMENTS to the CONSTITUTION

- a. The Constitution of the Association may be altered, added to or amended in any manner by a two-third majority of members present and entitled to vote, at any general meeting of the Association, provided that any amending proposal be included in, and circulated to all members within the notice of such meeting as prescribed in Article 5.
- b. A copy of all amendments to the Constitution will be submitted to the Commissioner for the South African Revenue Service.

10. DISSOLUTION of the ASSOCIATION

- a. The Association may be dissolved if at least two-thirds of the members present and voting, at a properly constituted special general meeting convened for the purpose of considering such matter, are in favour of such dissolution of the Association.
- b. Provided that, when the Association is being wound up or dissolved, any assets remaining after all its liabilities have been met, must be transferred to another public benefit organisation registered under the Act having similar objectives or to any institution board or body which is exempt from tax under section 10(1)(cA)(i) of the Act which has as a sole or principal object the carrying on of a public benefit activity similar to that conducted by the Association.

11. LIABILITY of MEMBERS

Liability of members shall be limited to the amount of their subscriptions.


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Certified that the above Constitution is as approved and ratified at the Annual General Meeting held on 1st October 2013

TD PARKER

Chairman of the Board

SOUTH AFRICAN GUIDE-DOGS ASSOCIATION FOR THE BLIND

Signed:  _____

Date: 23.10.2013