

THE PAARL/WELLINGTON
SECTION OF THE
MOUNTAIN CLUB OF
SOUTH AFRICA



DIE AFDELING
PAARL/WELLINGTON
VAN DIE BERGKLUB
VAN SUID-AFRIKA

CONSTITUTION

of the

VOLUNTARY ASSOCIATION

known as

**THE MOUNTAIN CLUB OF SOUTH AFRICA -
PAARL/WELLINGTON SECTION**

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CONSTITUTION

THE MOUNTAIN CLUB OF SOUTH AFRICA:
PAARL/WELLINGTON SECTION.
(the Section)

(Amended 2003)

1. BACKGROUND

- 1.1 The Mountain Club of South Africa (MCSA) was established in Cape Town in 1891 to further the interests of mountaineering in South Africa and elsewhere.
- 1.2 The MCSA evolved into a national association, with a federal character, to further the interests of mountaineering in South Africa and elsewhere. The members of the MCSA consist of:
- (a) Sections, being mountain clubs already formed or to be formed in any part of Southern Africa and already affiliated or in future to be affiliated to the MCSA ; and
 - (b) Persons, being individual members of the Sections, irrespective of race, gender or creed.
- 1.3 The Mountain Club of South Africa – Paarl/Wellington Section is a member of the MCSA, as set out in Clause 1.2 (a) above, and is a voluntary association to promote the objects of the MCSA.

2. NAME

The name of this Association is:

The Mountain Club of South Africa – Paarl/Wellington Section

(hereinafter referred to as the “Section”)

3. OBJECTIVES

The objectives of the Section are the same as those stipulated in the Constitution of The Mountain Club of South Africa, (the Club) viz. to promote the interests of mountaineering in South Africa and elsewhere” including the following:

- (a) organise and facilitate mountaineering;
- (b) procure and protect real rights in and access to mountains and mountain areas;
- (c) initiate and support actions towards protecting the natural beauty and wilderness character of mountains and to promote their effective conservation management;
- (d) promote the safety and training of mountaineers;
- (e) organise search and rescue parties;
- (f) promote the study of mountains and their environments, the preservation of historical and archaeological sites on them and the dissemination of information on mountains and mountaineering.

4. LEGAL STATUS

The Section is a body corporate with its own legal identity which is separate from its individual members. The Section shall continue to exist even if the members change. The Section may own property, enter into contracts, and sue or be sued in its own name.

5. NON-PROFIT DISTRIBUTING CHARACTER

5.1 The receipts and property of the Section shall be used solely for the promotion of its stated objects. No portion of the income or property of the Section shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Section or Committee, except as:

- (a) reasonable compensation for services actually rendered to the Section ;
- (b) reimbursement of actual costs or expenses reasonably incurred on behalf of the Section.

5.2 Upon the dissolution of the Section, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to the Mountain Club of South Africa, and/or any Section of the Mountain Club of South Africa, failing which, to some other society or Section which the Committee (and failing which any division of the High Court) considers appropriate, which:

- (a) has objects the same or similar to the objects of the Section; and
- (b) should the Section be exempt from the payment of any taxes and duties, is also exempt from the same taxes and duties.

5.3 Provided that the Section has applied to the South African Revenue Services for exemption from appropriate taxes and duties, the Section shall comply with the requirements of the South African Revenue Services and the provisions set out in the attached Schedule B shall bind the Section and qualify this Constitution.

6. POWERS

The Section, acting through its Committee, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule A.

7. MEMBERSHIP

7.1 Categories

The Section shall consist of ordinary members, honorary members, junior members and student members.

7.2 Ordinary members

- 7.2.1 Application for ordinary membership is made on the prescribed application form, supported by at least one (1) ordinary member of at least two (2) years standing.
- 7.2.2 Applications are considered, accepted or rejected by the Committee. Should two or more committee members vote against acceptance of an application for membership such application shall be rejected.
- 7.2.3 Admission fees and annual subscriptions are determined at the Annual General Meeting;
- 7.2.4 Ordinary members will receive their current membership cards on payment of the annual subscription;
- 7.2.5 Ordinary members must be at least 18 years old.
- 7.2.6 Ordinary members on reaching 50 years as members shall cease to pay subscriptions and shall automatically become Honorary members.

7.3 *Honorary Members*

- 7.3.1 Honorary membership of the section for deserving candidates in recognition of outstanding contributions to the Section or Club, may be proposed by the Committee at a General Meeting. Such a person may also be elected as non-executive Honorary Chairman of the Section;
- 7.3.2 Honorary members are exempt from payment of admission fees or annual subscriptions;
- 7.3.3 save for clause 7.3.2 all other rules of the Section are applicable to Honorary Members.

7.4 *Junior Members*

- 7.4.1 Persons under the age of 18 years may be admitted as junior members according to procedures determined by the Committee;
- 7.4.2 Junior members may not serve on the Committee and have no vote, but receive an unnumbered membership card.
- 7.4.3 Junior members will automatically qualify to become student members or ordinary members, whichever is applicable, upon reaching the age of 18 years.

7.5 *Student members*

- 7.5.1 Persons aged 18 years or over, who are enrolled at a recognised tertiary educational institution, may be admitted as student members according to procedures determined by the Committee.
- 7.5.2 Student members may not serve on the Committee and have no vote, but receive a numbered membership card.
- 7.5.3 Student members will automatically qualify to become ordinary members when they cease to be students.

7.6 *Termination of Membership*

- 7.6.1 Membership can be terminated by resignation or expulsion according to clauses 7.5.3 or 7.5.4.
- 7.6.2 A person who has resigned can be re-admitted as a member without payment of an admission fee.
- 7.6.3 The Committee can terminate membership where they consider that a member's actions or behaviour goes against the interests of the Section or Club subject to such person being given a fair opportunity to state his/her case to the Committee prior to termination of membership and provided that two thirds of all the members of the Committee vote in favour of such termination of membership.
- 7.6.4 The Committee may terminate the membership of a person whose subscriptions are in arrears, provided that such member is given at least 14 days notice of the Committee's intention to terminate such person's membership.

7.7 *Membership List*

The Honorary Secretary shall keep a list of membership containing the following details:

- 7.7.1 name, address and telephone number(s);
- 7.7.2 date of admission, resignation, or deletion following death;
- 7.7.3 category of membership and date of change in membership category;
- 7.7.4 payment of annual subscription;
- 7.7.5 number of lapel badge and car discs issued;
- 7.7.6 any other information as determined by the Committee.

8. **MANAGEMENT**

- 8.1 Management of the Section is vested in the Committee consisting of not more than nine members of which seven are elected at an Annual General Meeting and who serve until the following Annual General Meeting.
- 8.2 The Committee shall appoint office bearers as soon as possible after an Annual General Meeting to include the following:

Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer; the same person may fill more than one post, save for the Chairman and Vice-Chairman. The Chairperson shall serve as chief executive officer of the section and the committee.
- 8.3 The Committee may:
 - 8.3.1 choose acting office bearers from its membership;
 - 8.3.2 co-opt members to assist in its tasks; and
 - 8.3.3 co-opt a maximum of two members to the committee.

8.3.4 only choose members who have paid their subscriptions to date to serve on the Committee.

8.4 Committee Member Vacating Office

- (a) The office of a Committee member shall be vacated if a member:
- (i) resigns; or
 - (ii) becomes unfit and/or incapable of acting as such; or
 - (iii) would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or
 - (iv) is removed by the Committee, by resolution adopted by at least three-quarters (3/4) of its members in office from time to time. The Committee shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed and to the members of the Section in a General Meeting.
 - (v) is absent, without leave of absence, from three consecutive ordinary meetings of the Committee.
- (b) Should a position on the Committee fall vacant, the Committee, by resolution adopted at least two-thirds (2/3) of its members, may (and if the vacancy reduces the number of members to less than seven (7), shall co-opt a member/s to fill the vacancy(ies).

9. DUTIES AND FUNCTIONS OF THE COMMITTEE

- 9.1 The Committee shall take all steps to achieve the objects of the Section, act in the interest of the Section and conduct sound management of the Section including the following:
- 9.1.1 appoint sub-committees with the required skills for purposes it deems necessary;
 - 9.1.2 receive and administer funds;
 - 9.1.3 Subject to an Annual General Meeting -
 - 9.1.3.1 obtain or dispose of rights to fixed property on behalf of the Section; and
 - 9.1.3.2 secure loans and register bonds on fixed property belonging to the section;
 - 9.1.4 allocate loans or subsidies to individual members or another section of the Club on conditions considered appropriate;
 - 9.1.5 receive and grant donations for mountaineering purposes;
 - 9.1.6 manage a bank account and invest funds with approved financial institutions on behalf of the Section;

- 9.1.7 stipulate additional conditions regarding membership or the uses of Club badges or insignia;
- 9.1.8 stipulate household rules to assist in the effective management of the section.
- 9.2 The Committee organizes official climbs, outings, work parties and other gatherings and appoints leaders or conveners with instructions as deemed appropriate for the occasion.
- 9.3 The Committee shall consult with National Committee of the Club on a regular basis and appoint its representative, or his/her substitute, on Natcom as soon as possible after the Annual General Meeting for the following year.
- 9.4 All funds received are to be deposited in the Section's bank account as soon as practicable.
- 9.5 Payments out of the Section's bank account are made with the signature of any two Committee members.

10. REGULATIONS OF CONDUCT OF THE COMMITTEE.

The Committee shall conduct its proceedings as considered appropriate with due regard to the following:

- 10.1 at least four meetings per year will be held;
- 10.2 the required number of members for a quorum is four;
- 10.3 The Chairman may call a special meeting at any time or it may be requested by at least three Committee members;
- 10.4 decisions will be reached by consensus or a majority vote except where otherwise stipulated in the Constitution;
- 10.5 an Acting-chairman may be appointed in the absence of the Chairman or Vice-chairman;
- 10.6 the Chairman has a normal as well as a casting vote in any decision;
- 10.7 adequate minutes of all Committee meetings are to be kept.

11. ANNUAL GENERAL MEETING

- 11.1 The Section must hold an Annual General Meeting during November of each calendar year.
- 11.2 At each Annual General Meeting:
 - 11.2.1 the Committee will present an annual report about the activities of the Section during the previous year;
 - 11.2.2 the Honorary treasurer will present an audited financial report covering the period 1 July of the previous year to 30 June of the current year, and emphasize any significant changes concerning the finances of the Section during that period;
 - 11.2.3 the Committee will present the report of the Section's representative on Natcom concerning Natcom activities during the previous year;

- 11.2.4 the Committee will appoint an Honorary Auditor, who shall not be a member of the Committee, to audit the financial statements of the Section.
- 11.3 The Honorary Secretary shall give at least 21 days notice of the Annual General Meeting together with an agenda for the meeting to all members of the Section.
- 11.4 A quorum of 15 members entitled to vote is required for an Annual General Meeting.
- 11.5 In the event of a quorum not being present at an Annual General Meeting those vote-carrying members present may decide on another date for the meeting, for which three days notice must be given, and at which the vote-carrying members present will be deemed a quorum.
- 11.6 The executive Chairman or Vice-chairman will chair the Annual General Meeting and in their absence an Acting Chairman can be chosen by the vote-carrying members present.
- 11.7 The Chairman of the meeting has a normal as well as casting vote.
- 11.8 All members, except junior members, student members and members with outstanding subscriptions, are eligible to vote.
- 11.9 Except where otherwise determined all decisions will be decided by consensus or, failing that, by majority vote unless a secret ballot is requested by at least four members.
- 11.10 If a ballot is requested the Committee will make the necessary arrangements in this regard.
- 11.11 Vote-carrying members who are unable to attend the meeting may vote by proxy on condition that the appointment of the proxy is made known in writing to the Honorary Secretary prior to commencement of the Annual General Meeting.
- 11.12 Adequate minutes of the Annual General Meeting must be kept.

12. SPECIAL GENERAL MEETINGS

- 12.1 The Committee may call a Special General Meeting if it considers this necessary.
- 12.2 The Honorary Secretary will arrange a special General Meeting if this is requested by at least five vote-carrying members.
- 12.3 The stipulations of clauses 11.3 to 11.12 are mutatis mutandis applicable to a Special General Meeting.
- 12.4 Only matters on the Agenda may be discussed at a Special General Meeting.

13 FINANCIAL MATTERS

13.1 *Bank Account(s)*

The Committee shall maintain a bank account(s) in the name of the Section with a registered Bank(s). The Committee shall ensure that all monies received by the

Section, except those monies which can be used to pay expenses by cash, are deposited in the above-mentioned bank account(s) as soon as possible after receipt.

13.2 *Signatures*

Save for petty cash vouchers not exceeding an amount determined by the Committee from time to time, all cheques and other payment instruction documents requiring signature on behalf of the Section shall be signed by two (2) authorised signatories, one of whom shall be a Committee member. The authorised signatories shall be determined from time to time by the Committee.

13.3 *Financial Year End*

The Section's financial year end shall be 30 June.

13.4 *Financial Records*

The Committee shall ensure that the Section keeps proper records and books of account which fairly reflect the affairs of the Section.

13.5 *Annual Narrative Report and Financial Statements*

(a) The Committee shall ensure that the Section prepares an annual narrative report describing the Section's activities and annual financial statements for each financial year.

(b) Prior to the holding of the Annual General Meeting, to be held in terms of Clause 9.1(a), the Committee shall ensure that the Chartered Accountant, appointed in terms of Clause 9.1(c)(iv), confirms that the books of account and the Annual Financial Statement fairly reflect the affairs of the Section.

(c) A copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

14. **AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

(a) The terms of this Constitution may be amended, the name of the Section may be changed and the Section may be dissolved by resolution of the members in a General Meeting, provided that:

(i) notice of such a proposed resolution, signed by the proposer, must be received by the Honorary Secretary not less than twenty one (21) days prior to the date of the Meeting; and

(ii) proper notice of the Meeting is given to all members of the Section not less than twenty-one (21) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

(b) The proposed resolution, as notified to all members, may be amended at the General Meeting provided that the Chairperson is of the opinion that the amendment does not constitute a substantive change to the content or spirit of the proposed resolution.

15. INDEMNITY

- 15.1 Subject to the provisions of any relevant statute, members of the Committee and other office bearers may be indemnified by the Section for all acts done by them in good faith on its behalf. Providing the Section agrees to indemnify any member of the Committee and/or any other office bearer, the Section shall pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Section.
- 15.2 Subject to the provisions of any relevant statute, no member of the Committee and or other office bearer of the Section shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Section, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

16. DISPUTES

- 16.1 In the event of a serious disagreement between the members of the Committee and/or the Section regarding the interpretation of this constitution then any two (2) Committee members or any five (5) members of the Section shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Committee.
- 16.2 The Committee shall consider such declaration within two (2) weeks of receiving it. Should the Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 16.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Committee must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 16.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 16.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.
- 16.6 The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.
- 16.7 The person(s) declaring the dispute and the Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

- 16.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

SCHEDULE A**GENERAL ADMINISTRATIVE AND INVESTMENT POWERS**

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Section.
3. To open and maintain accounts with registered banks.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Section shall be with Financial Institutions as defined in Schedule B, Clause 6 below.
5. To accept donations made to the Section and retain them in the form in which they are received, or sell them and re-invest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - 6.1 to purchase or acquire property and assets;
 - 6.2 to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Section;
 - 6.3 to donate and transfer the property and assets of the Section to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Section.
7. To borrow and to use the property or assets of the Section as security for borrowing;
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Section.
9. To execute any act or deed in any deeds registry, mining titles or other public office.
10. To work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Section.
11. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
12. To make, repeal and amend by-laws and regulations (not inconsistent with this constitution) for the control of any hut, clubhouse or other premises or property of the Section, or for the preservation of any of its assets or generally for the management of the affairs of the Section. All such by-laws and regulations shall be binding upon members until repealed by the Committee or set aside by resolution of a General Meeting of the Section.
13. To exercise all the powers and authority of the Section not only in the Republic of South Africa but in any other part of the world.

SCHEDULE B**REQUIREMENTS OF THE SOUTH AFRICAN REVENUE SERVICES (SARS) FOR EXEMPTION FROM TAXES AND DUTIES**

As provided for in Clause 5.3 of this Constitution, should the Section apply to the SARS for exemption from appropriate taxes and duties in terms of the Income Tax Act No.58 of 1996 (the Act), it shall comply, where applicable, with the requirements of SARS in respect of such exemptions, as set out below:

1. Carry on all such activities:
 - 1.1 in a non-profit manner and with an altruistic or philanthropic intent, so that no such activity is intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation, otherwise than by way of reasonable remuneration payable to that fiduciary or employee; and
 - 1.2 at least 85 per cent of such activities, measured as either the cost related to the activities or the time expended in respect thereof, are carried out for the benefit of persons in the Republic, unless the Minister, having regard to the circumstances of the case, directs otherwise.
2. Carry out each activity:
 - 2.1 for the benefit of, or so that it is widely accessible to, the general public at large, including any sector thereof (other than small and exclusive groups); or
 - 2.2 or the benefit of, or so that it is readily accessible to, the poor and needy; or
 - 2.3 the Section be at least 85 per cent funded by donations, grants from any organ of state or any foreign grants.
3. Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its objects.
4. Submit to the Commissioner a copy of any amendment to the Constitution, Will or other written instrument under which it has been established.
5. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Section, and no single person directly or indirectly controls the decision making powers relating to that Section.
6. In the event of the Section investing funds, invest such funds:
 - 6.1 with a financial institution as defined in section 1 of the Financial Services Board Act, Act No. 97 of 1990; and/or
 - 6.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); and/or

6.3 in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations;

provided that the provisions of this sub-paragraph do not prohibit any such organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

7. Be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that:

7.1 the gross income derived from such business undertaking or trading activity does not exceed the greater of:

- (a) fifteen percent (15%) of the gross receipts of such public benefit organisation; or
- (b) twenty five thousand rand (R25 000,00);

7.2 the undertaking or activity is:

- (a) integral and directly related to the sole object of such public benefit organisation; and
- (b) carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;

7.3 the undertaking or activity, if not integral and directly related to the sole object of such public benefit organisation as contemplated in Clause 7.2.(a), is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or

7.4 the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to:

- (a) the scope and benevolent nature of the undertaking or activity;
- (b) the direct connection and interrelationship of the undertaking or activity with the sole purpose of the public benefit organisation;
- (c) the profitability of the undertaking or activity; and

- (d) the level of economic distortion that may be caused by the tax-exempt status of the public benefit organisation carrying out the undertaking or activity.
8. Be prohibited from accepting 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; 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), which has as its sole or principal object the carrying on or 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.
 9. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was 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.
 10. Not pay any remuneration as defined in the Fourth Schedule of the Act to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
 11. Comply with such reporting requirements as may be determined by the Commissioner.
 12. Take reasonable steps to ensure that the funds which it may provide to any Section or persons as contemplated in section 30(b)(iii) of the Act are utilised for the purpose for which they are provided.
 13. Become registered in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act, unless the Commissioner in consultation with the Director or Nonprofit Organisations designated in terms of section 8 of the Nonprofit Organisations Act, 1997, on good cause shown, otherwise directs;
 14. Not use its resources directly or indirectly to support, advance or oppose any political party.
 15. Ensure that any books of account, records or other documents relating to its affairs are:

15.1 where kept in book form, retained and carefully preserved by any person in control of the organisation, for a period of at least four years after the date of the last entry in any such book; or

15.2 where not kept in book form, are retained and carefully preserved by any person in control of the organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.

9. NOTICES

Notices to members are considered valid if posted or delivered to the address furnished by the member in writing to the Honorary Secretary and non-receipt of a notice does not invalidate the proceedings of a meetings.

10. CHANGES TO CONSTITUTION

Changes to the constitution are made by a two thirds majority at a General Meeting and notice of proposed changes must be given at least 21 days prior to the meeting.

11. DISSOLUTION

11.1 The Section may only be dissolved by a General Meeting specially constituted for the purpose and only after the formalities stipulated in clause 10 have been followed.

11.2 The assets of the section shall be disposed of according to procedures decided at the General Meeting held for the purpose of dissolution of the Section.

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