



JNF

WALTER SISULU ENVIRONMENTAL CENTRE

CONSTITUTION

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CONSTITUTION

1. ORGANISATION

1.1 An organisation is hereby constituted which shall be called the Jewish National Fund Walter Sisulu Environmental Centre.

1.2 The shortened name of the organisation shall be WSEC.

1.3 The organisation shall

- Exist as a legal entity, separate from its members
- Continue to exist even when its members change or there is a change of office bearers.
- Be able to own its assets funds and resources
- Sue and be sued in its own name.

2. OBJECTIVES

2.1 The Organisations main objectives are to develop and operate the JNF Walter Sisulu Environmental Centre in Mamelodi as a leading environmental education and advocacy discovery centre that creates community champions for the environment.

The Organisations secondary objectives and mission are to:

- 2.2.1 To implement environmental education programmes that encourage and enable learners, youth and the community to adopt environmental best practice and to use natural resources sustainably.
- 2.2.2 To support environmental, science and technology education, from early childhood education to further education.
- 2.2.3 To contribute to the greening and the environmental health of the Mamelodi community and to extend WSEC's outreach to and impact on the broader community.
- 2.2.4 To build an effective, flourishing and respected organisation that collaborates with all role players and partners in the public and private sectors, civil society and the Mamelodi community.

3. INCOME AND PROPERTY

3.1 The Organisation shall keep an accurate record of all its assets, funds and resources.

- 3.2 The Organisation may not give any of its funding or property to its members or office bearers, unless it is to pay a member or office bearer for work done for the organisation. Such payment must be a reasonable amount for the work that has been done.
- 3.3 A member of the organisation may be reimbursed by the organisation for expenses that she or he has paid for or on behalf of the organisation.
- 3.4 Members or office bearers of the organisation have no right over the assets, funds or other resources of the organisation.

4. GOVERNANCE

- 4.1 WSEC shall be governed by a Governing Body.
- 4.2 The WSEC Governing Body shall have not less than six members. This will include representatives of the Gauteng Department of Education, the Jewish National Fund and the Mamelodi community. The WSEC Governing Body will have the right to co-opt additional members.
- 4.3 A quorum for the purposes of meetings shall be not less than three (3) members of the Governing Body.
- 4.4 Office bearers of the organisation will serve for a period of one year. Thereafter, they may stand for re-election. There is no limit to the number of times an office bearer may be elected.
- 4.5 If a member of the Governing Body fails to attend three consecutive meetings of the Governing Body, without having applied for and obtained leave of absence from the Governing Body, the Governing Body may resolve to remove that member from the Governing Body and to replace that member.
- 4.6 Minutes will be kept of all Governing Body meetings to record the decisions of the Governing Body. Minutes will be distributed electronically to all Governing Body members at least 2 weeks before the next meeting. The minutes shall be confirmed as a true record of the proceedings at the next meeting of the Governing Body and shall, thereafter, be signed by the chairperson of the Governing Body.
- 4.7 The Governing Body will have the right to make management appointments for WSEC.
- 4.8 All members shall abide by the decisions of the Governing Body.

5. MEMBERSHIP AND GENERAL MEETINGS

- 5.1 Any person wanting to become a member of the organisation will need request membership from the WSEC Governing Body, which will consider and have sole authority to approve or reject such requests.
- 5.2 The Governing Body will be entitled to approach appropriate people to invite them to be members of the organisation.
- 5.3 Members of the organisation are expected to attend the Annual General Meeting, where they will exercise their right to determine the organisation's policies.

6. POWERS OF THE GOVERNING BODY

- 6.1 The WSEC Governing Body may assume the rights, powers and authority needed to achieve the objectives of the organisation but will, at all times, comply with legislation, statutes and by-laws.
- 6.2 The WSEC Governing Body will have the power and authority to raise funds or to invite and receive contributions, whether as funding or in-kind.
- 6.3 The WSEC Governing Body has the power and authority to buy, hire or exchange assets in pursuit of the organisation's objectives.
- 6.4 The WSEC Governing Body has the right and power to determine the organisation's policies and procedures, including for the application, approval or termination of membership.
- 6.5 The WSEC Governing Body will determine the powers and functions of office bearers.
- 6.6 The Governing Body shall have the right to form sub-committees. All sub-committee decisions will need to be tabled and considered by the Governing Body which have the right to ratify or reject such decisions.

7. MEETINGS AND PROCEDURES OF THE GOVERNING BODY

- 7.1 The WSEC Governing Body will meet at least three time annually.
- 7.2 The Chairperson or any two other members of the Governing Body may call a special meeting of the Governing Body. Where a special meeting is called, members must be given at least 14 days' notice. Members must also be given the date and time of the special meeting and must be informed of the reason and purpose of the meeting.
- 7.3 WSEC Governing Body meetings will be chaired by the Chairperson of the Governing Body. If the Chairperson is unable to attend or chair the meeting, the members of the

WSEC Governing Body present at the meeting will choose a chair from among those present before the meeting starts.

7.4 There must be a quorum before any WSEC Governing Body meeting can start.

7.5 When necessary, the Governing Body will vote on issues. In the event of there being equal votes for or against in the case of an issue, the Chairperson will have a second and deciding vote.

7.6 Minutes of all meetings must be available at all meetings for members to consult.

7.7 If the WSEC Governing Body thinks it is necessary, then it may decide to set up one or more subcommittees. It may decide this to get some work done more quickly. There must be at least 3 people on the subcommittee which must report back regularly to the Governing Body on its activities.

7.8 The WSEC Governing Body may conduct virtual meetings via electronic means so that Governing Body members may attend remotely through video conferencing or other suitable technological platforms. Virtual meetings shall comply with all other provisions of the Constitution and any applicable laws or regulations governing the operations of the JNF Walter Sisulu Environmental Centre.

8. ANNUAL GENERAL MEETINGS OF THE GOVERNING BODY

8.1 The organisation must hold an Annual General Meeting (AGM) every year, no later than three months after the end of each financial year.

8.2 The AGM will deal with the following business:

- Agree an agenda for the meeting
- Record attendance, apologies and absence of members
- Read and confirm the minutes of the previous AGM
- Hear and consider the Chairperson's report
- Hear and consider the Treasurer's report
- Table and decide on proposed changes to the Constitution
- Elect Office Bearers for the next year
- Appoint or confirm the Organisation's auditors
- General or any other business
- Formal closure of the meeting

9. FINANCE

- 9.1 An accounting officer or Treasurer shall be appointed at the AGM, whose duty is to manage, audit and check the finances of the organisation.
- 9.2 The Treasurer shall be responsible for the day-to-day finances of the organisation. The Treasurer shall be responsible to arrange for funds to be deposited into the Organisation's bank accounts and to keep proper record of all finances.
- 9.3 The Governing Body will approve a maximum of four signatories at each AGM. The approved signatories will be members of the Governing Body. All financial transactions of the organisation, including electronic banking transactions, will be authorised by any two of the approved signatories.
- 9.4 The financial year end of the Organisation will be 31st December of each year.
- 9.5 The Organisation's financial records and reports and its annual financial statements must be sent to the Director of Non-Profit Organisations no later than 6 months after each financial year end.
- 9.6 If the Organisation has funds to be invested, these funds may only be invested in registered financial institutions, as listed in Section 1 of the Financial Institutions (Investment of Funds) Act of 1984. The organisation may invest in securities listed on the licensed stock exchange as set out in the Stock Exchange Control Act of 1985. The organisation should consult and seek advice from different banks and institutions in order to optimise its investments and minimise risks.
- 9.7 The Organisation is authorised to conduct financial transactions electronically, including but not limited to, receiving funds, making payments, and managing accounts through secure electronic banking platforms.

10. CHANGES TO THE CONSTITUTION

- 10.1 The Organisation's Constitution may be changed at the AGM or at a special general meeting. A resolution to change the Constitution must be agreed to and passed by not less than two thirds of the members present at the AGM or special general meeting. Members must vote on the resolution at the meeting.
- 10.2 At least two thirds of the members of the Organisation must be present at any meeting where a change to the Constitution is to be proposed.
- 10.3 Written notice of a proposal to change the Constitution must be sent to all members not less than 14 days before the meeting at which the proposed change is to be tabled. The notice must indicate the proposed changes to the Constitution to be discussed at the meeting.

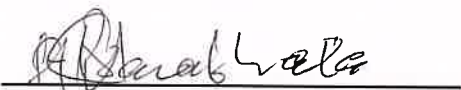
- 10.4 No changes to the Constitution can be made which would have the effect of making the Organisation cease to exist.

11. DISSOLUTION AND WINDING-UP OF THE ORGANISATION

- 11.1 The Organisation may close if at least two thirds of the members present at a meeting convened for the purpose of considering such a resolution, vote in favour of closing down.
- 11.2 The Organisation may close after it has paid off all its debts. If, after doing this, there are funds or assets left over, these should not be given to the members of the organisation but should be donated to another no-profit organisation with similar objectives. The members of the organisation can decide on which organisation to donate the remaining assets to at the meeting called to close the organisation.

12. INDEMNITY

- 12.1 Subject to the provisions of any relevant law, members and office-bearers of the Organisation shall be indemnified by the Organisation for all acts done by them in good faith on its behalf.
- 12.2 Subject to the provisions of any relevant law, no member of the Organisation 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 Organisation, 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.



Mr. A. Ramashala
Chairperson of the Board.

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