

CONSTITUTION

THE CONCERNED FEDERALISTS

1 Name

The name of the Association shall be THE CONCERNED FEDERALISTS (hereinafter referred to as "the Association").

2 Legal status

- (a) The Association is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold, to encumber and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- (b) All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the committee may authorise any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

3 Object

The object of the Association is, inter alia, to strengthen Federalism in the RSA Constitution and to strengthen the Rule of Law.

4 A non-profit Association

Notwithstanding anything to the contrary herein contained:

- (a) The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association or its individual members.
- (b) The income and assets of the Association shall be applied solely for investment and for the promotion of the objects for which it is established.
- (c) No part of the income or assets of the Association shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person.
- (d) The Association shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

5 Powers of the Association

Subject to the provisions of clause 4 above, the Association shall have all such powers as are necessary for the proper attainment of the objects set out in clause 3 above and shall, in particular, have the following express powers:

- (a) to keep to the objects of the association as in paragraph 3 herein and strategic aims as per annexure "A" hereto;
- (b) to establish and/or publish newsletters and/or use social media for the benefit of its members and/or interested persons;
- (c) to strengthen federalism in the RSA Constitution and/or any other related legislation or documents;
- (d) to acquire any movable or immovable property for the Association calculated to benefit the Association and to advance its objects and to maintain, improve and alter any of the Association's property;
- (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association;
- (f) to open bank accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Association;
- (g) to invest and deal with any moneys of the Association not immediately required for the purposes of the Association;
- (h) to secure the fulfilment of any contracts or engagements entered into by the Association by the mortgage of all or any part of the property of the Association;
- (i) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objects are similar or partly similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association, provided that no subscription be paid to any such other association out of the funds of the Association except *bona fide* in furtherance of the interests of the Association;
- (j) to support and subscribe to any institution or society which may be for the benefit of the Association;
- (k) to borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage of all or any part of the property of the Association;

- (l) subject to the provisions of clause 4 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

6 Rights of members

- (a) Membership of the Association does not and shall not give any member a right to any of the moneys, property or assets of the Association but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the committee may from time to time impose.
- (b) A member whose application for membership has been accepted shall be bound by the constitution, rules and resolutions of the Association which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the constitution, rules and resolutions by reason of the fact that he may not have received a copy thereof.

7 Liability of members

The liability of members is limited to the amount of unpaid subscriptions or other moneys owing by them to the Association.

8 Membership

- (a) Any natural person, legal person, firm or organisation who subscribes to the object of the Association may apply for membership.
- (b) Applications for membership shall be in writing upon such form or forms as the committee may from time to time determine and shall obtain such information and particulars together with such verification thereof, as the committee may require.
- (c) The committee shall have the right from time to time to vary, amend or alter the form or forms of application and/or proposal for membership.
- (d) Candidates for membership shall be elected by a majority vote of the committee of the Association.
- (e) The committee reserves the right upon approval of membership to lay down conditions regarding membership.

- (f) If at any time after the election of a candidate it shall appear that he has been elected under a misrepresentation or mistake, the committee shall have the power to cancel such election. The person whose election is thus cancelled in terms of this clause shall cease to be a member of the Association and his name shall be erased from the register of members and he shall have no claim against the Association for damages, return of entrance fee, deposit or subscription, on any grounds whatsoever, but the committee shall be entitled to make such *ex gratia* refund of entrance fee, deposit or subscription as it may consider proper.
- (g) On the election of a member, the secretary of the Association shall notify such person, and he shall be entitled on application, to a copy of the constitution, rules and resolutions of the Association.
- (h) A member who is not a natural person may designate a natural person to act on its behalf, including voting at meetings and participating in the committee, by submitting a written nomination to this effect to the secretary. Such nomination remains of force until revoked in writing or replaced by another nomination.

9 Termination of membership

- (a) A member may resign by notifying the secretary of the Association in writing before the date upon which membership fees are next payable.
- (b) The committee may terminate the membership of a member upon failure to pay membership fees, misconduct, breach of the constitution, rules or resolutions of the Association or in the event of the committee being of the opinion that such member no longer subscribes to the object of the Association.
- (c) Any member whose membership is terminated in terms of clauses (a) and (b) above, remains liable for all outstanding membership fees at date of termination of membership.

10 Membership fees

The annual subscription for membership shall be such sum as the committee may from time to time determine.

11 Payment of membership fees

- (a) All subscriptions shall become due on the last day of March in each year.
- (b) No member who has not paid his subscription within three months after it becomes due shall be entitled to vote at any meeting.

12 Re-admission of members

The committee may re-instate a member whose membership was terminated for any reason, on such terms and conditions as the committee may determine in each particular case.

13 Committee

- (a) Subject to sub-clause (b) below, the committee shall consist of:
 - (i) 4 persons elected to the committee; and
 - (ii) not more than 3 additional persons whom the committee may nominate and appoint to the committee.
- (b) Until the first annual general meeting of the Association, the committee shall consist of the persons who are signatories to the agreement for the formation of the Association, who are deemed to have been elected in terms of sub-clause (a)(i) above. This committee shall have the powers of co-option under sub-clause (a)(ii) above.

14 Election of committee

- (a) Each elected member of the committee shall hold office for the period concluding with the end of the annual general meeting of the Association after that in which he was elected and, upon the expiry of such period, such member shall automatically retire as a member of the committee, but shall be eligible for the re-election as a member at the committee provided that he retains his qualification.
- (b) At the annual general meeting voting for the election of members of the committee shall be by way of ballot of those members present or by show of hands as the chairperson may decide.

15 Control and management of the Association

- (a) The management and control of the Association shall vest in the committee, which shall have the full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as specifically reserved by this constitution to be dealt with at the general meeting of members.
- (b) In addition to sub-clause (a) above, and the powers and authorities hereby conferred to in this constitution and without in any way limiting such powers and authorities, the committee shall have the following further special powers:

- (i) to appoint such agents, officers, clerks and servants for permanent, temporary or special services as they think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as they may think fit, and to suspend or discharge any such persons at their discretion;
 - (ii) to execute in the name of the Association any contracts and to authorise persons to sign such contracts on behalf of the Association;
 - (iii) to refer any claim or demand by or against the Association to arbitration and to perform, or refuse to perform, the award;
 - (iv) to make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association;
 - (v) to appoint persons who shall be entitled, on behalf of the Association, to sign bills of exchange, cheques receipts and negotiable instruments;
 - (vi) to make, vary and repeal rules for the regulation of the affairs of the Association, its officers and servants, or the members of the Association, provided that such are not inconsistent with or contrary to this constitution;
 - (vii) to fix the remuneration of the Association's auditor or auditors, if appointed;
 - (viii) to terminate or suspend membership;
 - (ix) to accept or claim membership fees, donations, legacies, levies and any other benefits of whatever nature from any person or body;
 - (x) to pay the travel and other costs of any member, officer or official, incurred in the course his duties;
 - (xi) to organise any meeting or gathering for the benefit of the Association;
 - (xii) to make awards and give prizes.
 - (xiii) all financial transactions shall be conducted by means of a banking account opened in the name of the Association.
 - (xiv) the financial year of the organization ends on 31 March each year.
- (c) The Association in general meeting may review, approve or amend any decision of the committee, but no such decision of the Association shall invalidate any action taken by the committee in accordance with this constitution.

16 Termination of office of committee members

- (a) Any member of the committee absenting himself without leave of the committee for more than two consecutive meetings held over a period of more than 30 days, of which due notice has been given, shall cease to be a member of the committee.
- (b) In the event of any member of the committee ceasing to be a member of the committee, the committee shall have the power to fill such vacancy for the remainder of the period of office of such member.

17 Meetings of the committee

- (a) The committee shall, at its first meeting after the annual general meeting of the Association, elect one of its members as chairperson, another as vice-chairperson and another as secretary of the committee and of the Association..
- (b) Should both the chairperson and vice-chairperson not be present at any meeting of the committee, the members thereof present shall elect from their number a chairperson for that meeting.
- (c) At least two days notice of all committee meetings shall be given unless all members of the committee agree to accept shorter notice.
- (d) The quorum for a meeting of the committee shall be three members present at the commencement of and during the meeting. Any decision of the committee shall be by the majority vote by show of hands of those present. Each person entitled to be present and to vote shall have one vote and the chairperson of the meeting shall have a casting vote in addition to his deliberative vote. No voting by proxy shall be permitted.
- (e) The secretary of the Association shall convene a special meeting of the committee on the instructions of the chairperson or upon written request of least two members of the committee.
- (f) A resolution in writing which is signed by all members of the committee and inserted in the minute book of the committee shall be as valid and effective as if passed at a meeting of the committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the committee and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date of which it was signed by the last member of the committee entitled to sign it.
- (g) All acts done by any meeting of the committee or by any person acting as a member of the committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee.

- (h) The omission to give notice of any meeting of the committee shall not invalidate the proceedings at any such meeting.
- (i) The proceedings of the committee shall be valid notwithstanding any temporary vacancy in the committee.

18 Annual general meetings

- (a) The annual general meeting of members of the Association shall be held at such time and place as the committee may determine.
- (b) Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter to each of the members of the Association at least two weeks before the date fixed for the holding of such meeting.
- (c) The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

19 Proceedings at annual general meeting

- (a) At the annual general meeting the committee shall present a balance sheet and income statement for the preceding financial year, together with each report. The ordinary business to be done at an annual general meeting shall be as follows:
 - (i) to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting;
 - (ii) to receive and consider a report of the committee and financial statement for the preceding financial year;
 - (iii) to elect the members of the committee of the Association;
 - (iv) to consider and to pass, any resolutions concerning the affairs of the Association.

20 Special general meetings

- (a) The committee may at any time, through the secretary, call a special general meeting of members by giving not less than 14 days' notice to members specifying for what object or objects the meeting is called.
- (b) The secretary shall convene a special general meeting of members of the Association, upon receiving a requisition in that behalf signed by not less than a third members, specifying any resolution or resolutions proposed to be moved or other business to be discussed. The secretary shall post to each member a copy of such notice at least 14 days prior to the holding of the meeting.

- (c) The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

21 Quorum at general meetings

The quorum for a general meeting of members shall be a third of members entitled to vote thereat, provided that if no quorum be present within 15 minutes after the time fixed for the meeting, it shall, in the case of an annual general meeting or special general meeting or by the committee, be postponed to the same day and hour in the following week and at such adjourned meeting, the ordinary members present shall be deemed to be a quorum for the transaction of the business of the meeting. In the case of the special general meeting called by requisition of members, if no quorum is present on the date fixed and within 15 minutes after the time fixed for the meeting, shall be dissolved.

22 Chairperson at annual general meetings

The chair at all general or special general meetings of the members of the Association shall be taken by the chairperson of the Association or, in his absence, by the vice-chairperson. Should both be absent the members present shall elect a chairperson for that meeting among the members of the committee present, if any, or, failing their presence, a chairperson shall be elected, being a person who is entitled to vote at the annual general meeting, from among those members present.

23 Adjournment of general meetings

The chairperson of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

24 Proxy

- (a) A member may appoint anybody as his duly authorised representative in writing, to represent, to speak and to vote on his behalf at a annual general meeting, provided that:
 - (i) such representative only be entitled to vote in a ballot;
 - (ii) a member shall not be entitled to appoint more than one representative;
 - (iii) the same representative may not act on behalf of more than one member.

- (b) The written power of attorney should reach the secretary not later than 12 hours before the commencement of the meeting.

25 Voting

- (a) Every member of the Association has one vote.
- (b) The election of committee members shall be determined by majority vote and further in accordance with clause 14 herein above.
- (c) Save as otherwise provided in this constitution, any business, resolution or question submitted to such meeting for decision shall be decided by a majority vote of those present and entitled to vote by show of hands or a ballot.
- (d) A ballot shall not be held unless so determined by the chairperson or unless demanded by at least 3 members personally present at the meeting.
- (e) A declaration by the chairperson of the meeting of the result of a show of hands or a ballot, as the case may be, shall be conclusive.

26 Amendments to constitution

The constitution of the Association, or any part thereof, shall not be repealed or amended, save by a resolution adopted by a two-thirds majority of the members of the Association present at an annual or special general meeting of members of the Association. 14 Days' notice shall be given to the secretary of a motion to amend or repeal the constitution and the secretary shall forthwith send a copy of such notice to each member.

27 Interpretation

- (a) Save where the context otherwise requires, singular words shall be deemed to import the plural and *vice versa* and the masculine gender shall be deemed to include the feminine and neuter genders and *vice versa*.
- (b) In case of *bona fide* doubt or dispute as to the meaning and interpretation of any provisions of the constitution of the Association or in connection with any other matter whatsoever, the committee for the time being, shall rule thereon and be the arbiter and its decision shall be binding upon the members of the Association, subject to any resolution taken by a general meeting of the Association thereon.

28 Register of members

All members shall communicate their addresses from time to time to the secretary who shall keep a register of the names of members and of their addresses.

29 Copy of constitution, rules and resolutions

A copy of the constitution, rules and resolutions and of any appeal or amendment thereto or new rules affected from time to time shall be available for the inspection by members upon application to the secretary.

30 Notices

A notice or account to members shall be deemed to be properly delivered by posting it to the members' address as appearing in the register of members.

31 Indemnity

Every member, officer or employee of the Association shall be indemnified by the Association against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own gross negligence, dishonesty or breach of trust.

32 Winding-up

The Association may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such resolution is passed by a two-thirds majority of the members present and entitled to vote at such meeting. Such meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Association after winding-up and the payment of all the debts and obligations of the Association, provided that any surplus assets shall be given or transferred to some other association or institution, with objects similar to those of the Association, exempt from tax under the laws relating to income tax and donations tax.