

ARTICLES OF ASSOCIATION

OF

TOC H (SOUTHERN AFRICA)

(INCORPORATED ASSOCIATION NOT FOR GAIN)

(Hereinafter referred to as “the Association”)

1. INTERPRETATION

- (a) These Articles should be construed with reference to the provisions of the Companies Act 2008, which Act is herein referred to as “the Companies Act”. The terms used in these Articles shall have the same respective meanings as they have when used in the Companies Act.**
- (b) In the interpretation of these Articles, and unless contrary to the context, words signifying the singular number shall include the plural and vice versa, the words signifying the masculine shall include the feminine and vice versa.**

2. MEMBERSHIP OF THE ASSOCIATION

- (a) Such persons over the age of 18 years who, having completed a written application in the form prescribed by the National Executive Committee in which they undertake to strive for the attainment of the objectives of the Association and to abide by the terms of the Memorandum and Articles of Association of the Association, may be admitted to membership of the Association by the South African Executive Committee or a Regional Toc H NPO's Committees. Provision is made for persons under the age of 18 years to register as volunteers of the Association until they reach the required age.**
- (b) Candidates for membership must be sponsored by two (2) members of the Association. An initiation ceremony is held wherein the prospective member is required to make a pledge to uphold the values of Toc H and the four points of the Compass, Think Fairly, Love Widely, Witness Humbly and Build Bravely.**
- (c) The names of all persons who are admitted to membership shall be entered on the register of members.**

- (d) A member shall be suspended, expelled or reinstated entirely at the discretion of the South African Executive Committee. A member suspended or expelled shall have the right of appeal to the National Chairman, whose decision shall be final. Any member who threatens the well being of the Association by word or deed shall automatically be suspended with immediate effect by majority consensus of the South African Executive Committee.**
- (e) There is no fixed subscription but members are expected to make voluntary contributions to the Association.**
- (f) A member shall have no right, interest, claim or demand in or to any of the money, property, revenue or assets of the Association. No member of staff or volunteer shall have any claim or demand on how the funds raised are distributed.**
- (g) The liability of members is limited but a member undertakes upon the winding up of the Association to contribute a sum of One Hundred Rand (R100) in terms of Clause 6 of the Memorandum of Association.**
- (h) A member shall be entitled to wear or exhibit the insignia of Toc H (Southern Africa).**

3. ASSOCIATES OF TOC H (SOUTHERN AFRICA)

- (a) Persons who are in sympathy with the aims and objectives of Toc H (Southern Africa) and who wish to assist the Association financially or otherwise or who wish to participate in the activities of the Association without committing themselves to membership may request enrolment as Associates of Toc H (Southern Africa).**
- (b) The enrolment of such persons shall be at the discretion of the Regional Toc H NPOs' or the South African Executive Committee.**
- (c) (I) Except as provided in sub-article (ii), Associates of Toc H (Southern Africa) shall not be eligible to hold any National, Regional or Local Branch office in the Association but may attend all classes of meetings of the Association by invitation without the right to vote thereat.**

 - (ii) Associates may be co-opted by the Chairman of any Committee or Sub-committee of the Association to serve as members of such committee or sub-committee with the right to vote at meetings of such committee or sub-committee where such membership is desirable because of some special skill or knowledge of the said Associate at the discretion of the chairman.**

- (d) **Associates of Toc H (Southern Africa) shall be subject to such rights and privileges in regards to the wearing of insignia and other matters as may be prescribed by the South African Council.**

4. ADMINISTRATION

A. TOC H (SOUTHERN AFRICA) AS A LEGAL ENTITY

The Association is a distinct and separate legal entity and body corporate with power to acquire, hold and alienate property of any description whatsoever and with capacity to acquire rights and incur obligations and having perpetual succession.

B. ADMINISTRATION AND CONTROL

The administration of the Association and the control of its affairs shall be effected as follows:-

- (a) **There shall be a central organisation consisting of :-**
- (i) **The South African Council in which the determination of policy and supreme control of the Association shall be vested.**
 - (ii) **The South African Executive Committee which shall exercise on behalf of the South African Council during intervals between meetings of the Council any powers conferred on the Council by this Constitution and as hereinafter provided.**
- (b) **There shall be Regional registered Toc H NPO's as may be determined and established by the South African Council. Each regional NPO shall exercise Regional Administration and control through a Regional Management Committee in respect of the activities of the Association in the area of its jurisdiction, whether such activities are carried out by Local Branches, Action Groups or otherwise. Each individual Toc H NPO will operate under its own Constitution in line with the Toc H (Southern Africa) Constitution.**

C. THE PRESIDENT

- (a) **The South African Council shall appoint a President whose term of office shall be three (3) years, but which may be extended for up to three (3) years at a time.**

- (b) **The President shall be deemed in general to be the representative of Toc H (Southern Africa) in its affiliation to and its inter-relationship with Toc H (Incorporated) in Great Britain and elsewhere.**
- (c) **The President shall seek to promote the wellbeing of the Association by the maintenance of good relationships within the family of Toc H in South Africa and elsewhere, as well as with other associations, bodies and persons.**
- (d) **The President shall have discretionary powers in regard to the implementation within the Association of the objectives of Toc H (Southern Africa) and the safeguarding of its symbols. He shall at all times be empowered to call upon the South African Council or the South African Executive to take such steps as he might consider necessary to ensure that the activities of the Association conforms to the principles and objects of the Association. As and when he shall consider it necessary he may in such matters confer with the Central Executive Committee in Great Britain or elsewhere. His decision on such matters shall be final and binding on the Association.**
- (e) **The President shall be entitled to attend any meeting of the Association but shall have no voting powers.**

D. DIRECTORS

- (a) **Unless otherwise determined by ordinary resolution of the South African Council, there shall not be less than three (3) nor more than five (5) directors.**
- (b) **All statutory returns and other documents required to be signed by the directors shall be signed by any one or more of the directors.**
- (c) **The Directors shall be entitled to attend, speak and vote at all meetings of the South African Council and the South African Executive Committee in their capacities as directors. They may hold other office in the Association but will not be empowered to vote in more than one capacity at such meetings.**

E. NATIONAL OFFICERS

The following National Officers shall be elected from the membership by the South African Council :-

- (a) **National Chairman, one or more National Vice-Chairman, National Padre, National Pilot, National Treasurer and National Registrar.**
- (b) **National Officers shall be elected for a period of three (3) years but shall be eligible for re-election.**
- (c) **Proposals for election of National Officers and other members of the South African Council and the South African Executive Committee and other committees or sub-committees shall give due regard to representation of the whole spectrum of the membership, recognising however, special circumstances and availability of candidates.**
- (d) **A National Officer may be in the part-time employ of the Association and be remunerated for services rendered to the Association in the course of such part-time employment. No full time employees may hold positions on the South African National Executive or South African Council. Positions may be held on Regional Toc H NPO Committees.**
- (e) **A National Officer may hold other office in the Association, whether at National level or otherwise.**

F. HEAD OFFICE

The South African Council shall establish a National Head Office and shall appoint a Secretary and National Administrator, which offices may be held by one and the same person.

5. THE SOUTH AFRICAN COUNCIL

- (a) **The South African Council shall be composed of :-**

**The National Chairman
The National Vice-Chairmen
The National Padre
The National Pilot
The National Treasurer
The National Registrar
The Directors**

The Chairman of each Regional Toc H NPO Management Committee.

One additional representative for every local branch within the Regional Toc H NPO committees.

One additional representative appointed by the Regional Toc H NPO Committee to represent Action Groups within the Region.

By invitation not more than three (3) members appointed by the Council to represent special interests of the Association. Such members shall be entitled to vote at general meetings of the Council.

- (b) The Chairman of Regional Toc H NPO Management Committees may appoint alternates to represent them and to vote in their general meetings of the South African Council.**
- (c) The South African Council shall hold an Annual General Meeting within six (6) months of the end of the financial year to receive and consider the Annual Accounts and Reports of the Association except in exceptional circumstances where a quorum cannot be formed in one location, a general meeting may be held via skype on the internet. Not more than eighteen (18) months shall elapse between any two (2) Annual General Meetings.**
- (d) Additional General Meetings of the Council may be called by the National Chairman or in his absence by one of the National Vice-Chairmen, who shall also be obliged to call a meeting at the written request of not less than ten (10) members which shall state the reason for the request.**
- (e) At least twenty-one (21) clear days' notice shall be given of the date, time and place of a general meeting of the Council to the President, National Officers, Directors and the Chairmen of Regional Toc H NPO's who in turn will advise Local Branches. The notice of the meeting shall consist of an agenda setting out the business of the meeting and in the case of the Annual General Meeting shall be accompanied by the Annual Reports and Accounts of the Association.**
- (f) Ten (10) members of the Council or their appointed alternates, including not less than three (3) National Officers shall form a quorum for any general or Annual General Meeting. In the absence of a quorum the meeting shall stand adjourned for seven (7) days and at the adjourned meeting the members present will form a quorum.**
- (g) The Business of the Council shall be conducted according to the ordinary rules of debate and the Chairman of the meeting shall have a deliberative as well as casting vote. No Director present at a General or Annual General Meeting of the Council who is also entitled to attend by virtue of holding other office in the Association shall vote in more than one capacity.**

- (h) **The South African Council or the South African Executive Committee may at its entire discretion conduct a postal vote on any issue placed before it for decision and upon such terms and conditions and in such form as it may decide.**
- (i) **Any member of the South African Council shall vacate office and shall cease to be a member of the Council :-**

 - (i) **if by notice in writing to the National Chairman he resigns from office**
 - (ii) **if he is required to vacate the office by a Resolution passed by the majority of not less than three-quarters ($\frac{3}{4}$) of the members of the South African Council present at a special general meeting duly convened for the purpose by the giving of twenty-one (21) days notice and at which representations made by the member shall be considered. The quorum for such a special meeting shall be ten (10) members.**
- (j) **Members of the Association who are not members of the South African Council may only by invitation attend and speak at meetings of the South African Council. This to be done at the discretion of the National Chairman or of the Chairman presiding at the meeting but shall have no vote.**
- (k) **The travelling costs and accommodation of the National Executive, South African Council members and the National Administrator shall be carried by Toc H Southern Africa. All other attendees are responsible for their own travelling and accommodation costs.**

6. POWERS OF THE SOUTH AFRICAN COUNCIL

The determination of the policy of the Association and the direction and supreme control of its affairs shall be vested in the South African Council, which may do all such acts as the Association is, by its objectives, authorised to do. Without derogation from the powers thus conferred by this Constitution, the powers of the South African Council shall include in relation to the powers set out in the Objectives of the Association the following :-

- (a) **To establish Regional Toc H NPOs' and ensure that their constitutions are in line with the constitution of Toc H (Southern Africa)**

- (b) To establish National Projects, appoint National Project Committees and to delegate to such committees such powers as may be deemed appropriate and to prescribe regulations for the control and administration of National Projects.**
- (c) To declare that any National Project be no longer a National Project.**
- (d) To appoint, remove or replace a director or directors in accordance with the provisions of the South African Companies Act. A director shall be entitled to hold other office in the Association.**
- (e) To co-opt at its own discretion not more than three (3) members to represent special interests of the Association on such conditions as the Council may from time to time decide.**
- (f) To appoint committees and sub-committees for such purposes and under such conditions as shall be prescribed and to delegate, in its discretion, to such committee any of the powers of the South African Council.**
- (g) To prescribe bye-laws and regulations and to modify them from time to time for the most effective administration and control of the Association within the terms of the Constitution.**
- (h) To adopt resolutions and prescribe policy guidelines and to modify them from time to time for the attainment of the central purpose of the Association as set out in the Main Objective recorded in Clause 3 of the Memorandum of Association.**
- (i) To maintain a National Head Office and an appropriate National administrative structure.**
- (j) To ensure that a register is maintained of the Regional Registered NPOs', Branches and members.**
- (k) To make provision for the adequate accounting and administrative records in accordance with the provisions of the South African Companies Act, the South African Income Tax Act and the South African Department of Social Development legislation.**
- (l) To appoint auditors in accordance with the provisions of the South African Companies Act, CIPC and Department of Social Development.**

- (m) **To make provision for the proper control of money or any form of property and for the administration and execution of any Trust in connection therewith.**
- (n) **To appoint trustees for such purpose and under conditions as shall be prescribed.**
- (o) **To acquire by purchase, lease or otherwise and to dispose of assets of all kinds, including movable and immovable property, and to deal therewith either by mortgage, pledge, sale, donation, lease or otherwise. Any immovable property acquired by the Association, wheresoever situated, shall be registered in the name of the Association.**
- (p) **To enter into arrangements for the borrowing of money by loan, overdraft, mortgage or otherwise.**
- (q) **To make provision for the acquisition, improvement and disposal of any property, movable or immovable, and of any other assets or investments of whatever kind or nature.**
- (r) **To receive and accept donations, subscriptions, bequests and endowments whether in the form of money or otherwise.**
- (s) **To authorise the hiring of premises and the entering into of any agreement, transaction or arrangement to promote or further the interests and wellbeing of the Association.**
- (t) **To appoint, suspend or dismiss whole or part-time staff, in accordance with Basic Conditions of Employment or according to Employment Contracts in place.**
- (u) **To enter into arrangements with other societies, bodies or persons having objectives similar to those of the Association which are of appear to be of mutual advantage and thereafter to assist in the work of such society, body or person.**
- (v) **To acquire, produce, publish and distribute literature, insignia and such other objects as deemed desirable to promote the Objectives of the Association.**
- (w) **To make provision for the regulation, control and use of the insignia and symbols of Toc H (Southern Africa).**

- (x) To make provision for the winding up or dissolution of the Association as provided for in Clauses 6, 7 and 8 of the Memorandum of Association.

7. THE SOUTH AFRICAN EXECUTIVE COMMITTEE

- (a) The South African Executive Committee shall be composed of the following persons : -

The National Chairman
The National Vice-Chairmen
The National Padre
The National Pilot
The National Treasurer
The National Registrar
The Directors

and in addition the Chairman of the Regional Toc H NPO Committees or their alternate.

- (b) Meetings of the South African Executive Committee shall be held at least once between consecutive Annual General Meetings of the South African Council and additional meetings may be called by the National Chairman or in his absence by one of the National Vice-Chairman who shall be obliged to call a meeting at the request of not less than ten (10) members which shall state the reason for the request.
- (c) At least twenty-one (21) days' notice shall be given of the date, time and place of a meeting to the President and the members of the South African Executive Committee, together with a copy of the Agenda.
- (d) Five (5) members of the Executive Committee or their alternates, including not less than two (2) National Officers, shall form a quorum.
- (e) The business of the Committee shall be conducted according to the ordinary rules of debate and the Chairman shall have a deliberative as well as a casting vote. No director present at the meeting of the Committee who is also entitled to attend by virtue of holding other office in the Association shall vote in more than one capacity.

8. POWERS OF THE SOUTH AFRICAN EXECUTIVE COMMITTEE

The South African Executive Committee shall exercise on behalf of the South African Council during the intervals between Council meetings, the powers conferred on the Council by this Constitution subject to the following :-

- (a) The South African Executive Committee shall not have power to proceed with the winding up or dissolution of the Association or the disposal of the major part of the assets of the Association unless authorised thereto by an appropriate Resolution of the South African Council.**
- (b) The South African Executive Committee shall not have power to alter, add to or vary the Memorandum and Articles of Association of the Association.**
- (c) The establishment and cancellation of National Projects or the declaration of existing projects as National Projects shall be reserved to the South African Council.**
- (d) Matters dealt with by the South African Executive Committee which are of concern or interest to members of the Association generally shall be reported at subsequent Annual General Meetings of the South African Council.**
- (e) All urgent decisions made by the South African Executive Committee may be implemented by general consensus of the majority of Executive and Council members via email.**
- (f) The president or any office-bearer of the National Council, may represent the Association on any committee of other body or trust in which the Association had or have an interest.**

9. REGIONAL REGISTERED TOC H NPOS

- (a) A Regional Toc H NPO may be established with the permission of the South African Council and shall comprise of members and associates within the Region carrying on Toc H activities either individually or as members of Local Branches or Action Groups or otherwise.**
- (b) A Regional Toc H NPO will submit on registration a Constitution in line with the Constitution of Toc H (Southern Africa) and follow the ethos of Toc H worldwide.**
- (c) Local branches shall consist of members meeting regularly and formally recognised by the Regional Toc H NPOs' Management Committees.**
- (d) Action Groups formed to promote or develop specific projects or objectives and recognised by the Regional Toc H NPO Management Committee shall include and/or Associates of Regional NPO.**

- (e) **Subject to the prior approval of the South African Council, Regional NPOs' may from time to time prescribe for all or any of the Local Branches of Action Groups such regulations as they may consider expedient for the proper conduct and management of their activities.**

10. REGIONAL TOC H NPO MANAGEMENT COMMITTEES

- (a) **A Regional NPO shall elect a Regional NPO Management Committee comprising :-**

**Chairman
Vice-Chairman
Secretary/Registrar
Treasurer
Padre
Pilot**

and in addition the Chairman or other representative from each local branch and action group with the Region.

- (b) **The Regional NPO Management Committee shall convene the Annual General Meeting of the Regional Branches and in addition may convene such other meetings in accordance with the Constitution of said Regional NPO.**
- (c) **Regional Toc H NPOs' shall further the objectives of the Association in its area of jurisdiction but shall be subject to the authority of the South African Executive Committee and the South African Council.**
- (d) **It shall be the duty of the Regional Toc H NPOs' Management Committees to ensure compliance with the provisions of the Fund-raising Act within the Region and make the requisite returns to the Dept of Social Development.**
- (e) **All donations received from Toc H (Southern Africa) will form part of the Regional Toc H NPOs' financials and upon completion of Auditors Financial Statements be made available to Toc H (Southern Africa).**
- (f) **All branches within the Regional Toc H NPO will submit their financial records to the Regional NPO to be included in the said Regional NPOs' audited financial statements.**

11. ALTERATIONS TO THE CONSTITUTION

This Constitution may be altered, added to, or varied by special resolution of the South African Council as herein defined. Additionally the Constitution should be revised every five (5) years by the National Council to enable the Association to update provisions made in this Constitution according to the ever changing Laws of the Republic of South Africa and advances made in communication.

12. LEGAL MATTERS

Any financial claim against the Association, or directors, or members of the South African Executive Committee, or South African Council, or National Administrator be it damages instituted by whosoever in whatever capacity, in the course of the management of the Association shall be paid by the Association.

13. WINDING UP

It shall be lawful for the Association by special resolution of the South African Council to resolve that the Association be wound up or dissolved and such special resolution shall thereupon have effect on Toc H (Southern Africa) only. All other registered Toc H NPOs' may continue to function independently if they so choose.

14. SPECIAL RESOLUTIONS

- (a) A special resolution shall be a resolution presented at a meeting of the South African Council summoned by not less that twenty-one (21) days' notice in writing and which shall state the date, time and place of the meeting, the terms and effect of the special resolution and the reason for it.**
- (b) The quorum for the meeting shall be ten (10) members including not less than three (3) National Officers. In the absence of a quorum the meeting shall stand adjourned for seven (7) days at which adjourned meeting the members present will form a quorum.**
- (c) The special resolution shall be deemed to have been passed if it is approved by a favourable vote of not less than three-quarters ($\frac{3}{4}$) of the members present and entitled to vote, and the approval or otherwise of the special resolution shall be notified to all members of the South African Council, and to the Chairmen of Regional NPOs' and Local Branches.**

