

**MEMORANDUM OF ASSOCIATION**

**OF**

**TOC H (SOUTHERN AFRICA)**

**(INCORPORATED ASSOCIATION NOT FOR GAIN)**

**Whereas the Royal Charter made by Warrant under the King's Sign Manual at Westminster on the Fourteenth day of December, One Thousand Nine Hundred and Twenty-two, and amendments thereto, it was ordained, amongst other things that:**

**(i) The then existing Association known as "Toc H" should be a body politic and corporate by the name of "Toc H" (Incorporated)" (Hereinafter called "the Corporation")**

**(ii) The Corporation should have the power videlicet in any place within Great Britain and Ireland and His Majesty's Dominions beyond the Seas to Sanction Affiliated Associations and to establish Branches or Groups of the Association.**

**AND WHEREAS, pursuant to the aforesaid powers the Corporation has established Branches and Groups of the Association in sundry places throughout the Republic of South Africa, and the Sub-continent of Southern Africa:**

**AND WHEREAS, it is desired to constitute within the Republic of South Africa an association affiliated to the Corporation and duly registered according to the laws in the Republic, which Affiliated Association has been duly sanctioned by the Corporation:**

**In the interpretation of this Memorandum words signifying singular number shall include the plural and vice versa, the words signifying the masculine shall include the feminine and vice versa.**

**NOW THEREFORE:**

**NAME OF THE ASSOCIATION**

**1 (a) The name of the Association is Toc H (Southern Africa). (Incorporated Association not for Gain). ( Hereinafter referred to as the "Association").**

**(b) The Name of the Association in other official languages of the Republic is: (NONE)**

**( c) The shortened form of the name of the Association is :  
Toc H SA and Toc H**

- (d) The area of operation in which contributions will be collected and in which business will be carried on shall be the Republic of South Africa.**
- (e) The activities of the Association will be confined to the area stated in sub-clause 1(d)**

#### **PURPOSE DESCRIBING MAIN BUSINESS**

- 2 The purpose of the Association is to carry on in the Republic of South Africa the main objectives of Toc H Incorporated, and accordingly -**
- (a) To preserve amongst men and women and to transmit to future generations the traditions of Fellowship and Service manifested by all ranks during the Great War of 1914-1918, thereby encouraging its member through the common Christian life of the Association to seek God, and helping them to find His Will and to do it . Although Toc H is a Christian based Organisation built on Christian Values the organisation is tolerant of all other religions that have the basic ethos of Love Widely, Build Bravely, Witness Humbly and Think Fairly.**
  - (b) To foster a wide human interest in and sense of responsibility for the wellbeing of all ranks of society**
  - (c) To endeavour to create by habit of word and deed a body of public opinion free of all social antagonisms**
  - (d) To encourage its members individually, corporately or in association with other persons or bodies to initiate all kinds of social services where an unsatisfied need appears to exist.**
  - (e) To provide wholly or in part for any of the material or spiritual requirements of persons or families in distress and in need of assistance.**
  - (f) To be for all purposes the successors in the Republic of South Africa of Toc H Incorporated.**
  - (g) In any place within the Republic of South Africa to establish Branches or Groups of the Association.**
  - (h) To enter into any arrangements for joint working or co-operation with any society or body of persons registered within the Republic of South Africa, carrying on work or having similar objectives as the Association, and to assist and support by the receiving of a list of requirements and fulfilling the said requirements to the best of the Associations abilities.**

### MAIN OBJECT

3. **The main object of the Association is to promote charitable and social services and communal and group interest through Christian Fellowship, service and fairmindedness.**

### ANCILLARY OBJECTS

4. **None of the ancillary objects referred to in Section 33(i) of the Companies Act are excluded from the unlimited ancillary objects of the Association.**

### POWERS

5. (a) **Item(s) of the common powers set out in Schedule 2 of the Companies Act is excluded.**
- (b) **The following common powers set out in Schedule 2 of the Companies Act are qualified by:**
  - (i) **The addition of the words “having the same or similar objects as this company” at the end of item (f)**
  - (ii) **The addition of the words “having the same or similar objects as this company” at the end of item (l)**
  - (iii) **The amendment of item (n) to read as follows:  
“ To remuneraqte any person or persons in cash for services rendered on its formation or in the developmment of its business”.**
  - (iv) **The addition of the words “except to members” at the end of (o).**
  - (v) **The amendment of item ( r) to read as follows:  
“To pay gratuities in respect of its bona fide employees.”**

### GENERAL

6. (a) **The liability of the members is limited. The Association is an Association limited by guarantee.**
- (b) **Each member undertakes to contribute at the winding up of the Association while he is a member or within one year after he shall have ceased to be a member for the purpose of the payment of the debts and liabilities of the Association contracted before he ceased to be a member and the costs, charges and expenses of winding up and adjusting the rights contributories inter se the sum of one hundred rand. (R100.00)**

- 7. (a) The Income and property of the Association whencesoever derived shall be applied solely towards the promotion of its main objectives, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise howsoever, to the members of the Association or to its holding companies or subsidiary; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Association or to any member thereof in return for any service actually rendered to the Association.**
- (b) The Association shall expend at least 75 per cent of its accumulated net profit in giving effect to its objectives within a period of twelve months following the end of the financial year during which such income accrued. Part of this 75 percent includes donations to associate registered Toc H NPO's who will in turn produce Audited Financial Records to the Association for verification of funds spent. A reasonable sum to be set aside to cover future costs should income decline. A further 50% of the 75% may be accumulated over a period of five years for specific capital projects subject to the permission of the Receiver of Revenue.**
- 8. Upon the winding-up, deregistration or dissolution the assets and lease agreements of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to the associated registered Toc H NPO's situated within the Republic of South Africa.**
- 9. The financial year of the Association shall be from April 1<sup>st</sup> to March 31<sup>st</sup> following.**
- 10. Any amendments hereto or to the Articles of Association shall be submitted to the Department of Social Development, CIPC and other Government Departments as deemed necessary.**