CONSTITUTION

of the

PEDAL POWER ASSOCIATION

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CONSTITUTION

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PEDAL POWER ASSOCIATION

CONSTITUTION

1 INTERPRETATION

1.1 In this Constitution, unless inconsistent with or otherwise indicated by the context –

1.1.1 "**Annual General Meeting**" means an annual general meeting of the Members contemplated in clause 11.1;

1.1.2 "**Association**" means the Pedal Power Association, a voluntary association of persons founded in 1976 and governed by this Constitution;

1.1.3 "**Chairperson**" means the chairperson of the Executive Committee;

1.1.4 "**Commissioner**" means the Commissioner for the South African Revenue Service;

1.1.5 "**Constitution**" means this document, including the schedules hereto, as amended from time to time in accordance with clause 13;

1.1.6 "**Executive Committee**" means the executive committee of the Association, constituted in accordance with clause 5;

1.1.7 "**Income Tax Act**" means the Income Tax Act, No. 58 of 1962;

1.1.8 "**Members**" means members of the Association from time to time, as described in clause 10;

1.1.9 "**Public Benefit Activity**" means a public benefit activity as defined in section 30(1) of the Income Tax Act, as read with the Ninth Schedule to the Income Tax Act;

1.1.10 "**Prescribed Fiscal Conditions**" means the conditions set out in **Schedule 1** hereto, being applicable to public benefit organisations approved as such by the Commissioner for purposes of section 10(1)(cN), section 30, and section 18A of the Income Tax Act;

1.1.11 words importing the singular shall include the plural and vice versa; words importing natural persons shall include legal persons and partnerships and vice versa; and words importing one gender shall include the other genders; and

1.1.12 any reference to an enactment is to that enactment as amended or re-enacted from time to time.

1.2 The clause headings in this Constitution have been inserted for reference purposes only and shall not affect the interpretation of any provision of this Constitution.

1.3 Words and expressions defined in any sub-clause shall, for the purpose of the clause of which the sub-clause forms part, bear the meaning assigned to such words and expressions in that sub-clause.

1.4 If any provision in a definition is a substantive provision conferring rights or imposing obligations on any person, effect shall be given to it as if it were a substantive clause in the body of this Constitution, notwithstanding that it is only contained in this interpretation clause.

1.5 If any period is referred to in this Constitution by way of reference to a number of days, the days shall be interpreted as calendar days, and the period shall be reckoned exclusively of the first day and inclusively of the last day unless the last day falls on a Saturday, Sunday, or public holiday, in which case the last day shall be deemed to be the next succeeding day which is not a Saturday, Sunday or public holiday.

1.6 This Constitution shall be governed by and construed and interpreted in accordance with the law of the Republic of South Africa.

2 NAME

The name of the Association shall be the **PEDAL POWER ASSOCIATION**.

3 LEGAL PERSONALITY

The Association shall be a corporate body having a separate legal persona with perpetual succession capable of owning both movable and immovable property in its

own name and with the right to sue or be sued in its own name. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred to any Members of the Association, save as payment in good faith of reasonable remuneration in return for any services rendered to the Association.

4 OBJECTS

4.1 The principal objects of the Association shall be to carry out the following Public Benefit Activities –

4.1.1 the provision of poverty relief;

4.1.2 the protection of the safety of the general public;

4.1.3 community development for poor and needy persons and anti-poverty initiatives, including the promotion of community-based projects relating to self-help, empowerment, and anti-poverty;

4.1.4 educational enrichment and academic support for the poor and needy;

4.1.5 the promotion of environmental awareness, greening, clean-up and sustainable development projects; and

4.1.6 the administration, development, co-ordination or promotion of sport and recreation in which participants may take part on a non-professional basis as a pastime.

4.2 The Association will achieve its principal objects by focusing its efforts on the following specific activities:

4.2.1 the promotion of cycling as a reliable, environmentally responsible, low-cost, and accessible means of transport having the potential to –

4.2.1.1 advance job creation and job retention in poor or disadvantaged communities, on the premise that having access to a reliable and affordable form of transportation elevates an individual's ability and opportunities to obtain and retain a job;

4.2.1.2 promote educational opportunities for children and adults in poor or disadvantaged communities, by facilitating access to bicycles as an alternative form of transportation to schools and tertiary institutions;

4.2.1.3 improve the health of those using cycling as a means of transport whilst enhancing social integration as seen in countries with modal splits of cycling;

4.2.1.4 improving economic prosperity in poor or disadvantaged communities, by relieving the financial pressure that transportation costs place on lower-income households and by promoting access to jobs and educational opportunities as aforesaid;

4.2.1.5 contributing significantly to the reduction of greenhouse gas emissions in our environment;

4.2.2 raising awareness of cycling as a sustainable means of travel and an affordable 'green' transportation option and promoting the environmental benefits of choosing cycling over motor vehicles;

4.2.3 promoting the interests of all cyclists and cycling in all its forms making it easier and safer for anybody to cycle anywhere anytime;

4.2.4 raising awareness of and promoting improved conditions for cycling on South African roads, with particular regard to cyclists' safety and measures to make it safer and easier to cycle in South Africa;

4.2.5 raising awareness of the health benefits of cycling, including the promotion of cycling as a recreational activity and a sport;

4.2.6 acting as a representative body and lobby for the furtherance of the interests of cyclists and the activity of cycling as a tool to drive sustainable transport and the economy, improve the health and fitness of our communities and create environmental awareness;

4.2.7 the facilitation of safe cycling training in communities and at schools and other institutions;

4.2.8 raising funds for the distribution of bicycles to deserving communities and the hosting of initiatives, campaigns, and events to further the Public Benefit Activities of the Association;

4.2.9 arranging and organising awareness raising events, cycle tours, fun rides and outings that are accessible to all groups;

4.2.10 providing assistance and advice to other not-for-profit bodies conducting activities similar to the objects of the Association, including bodies advocating for cycling as a mode of transport, organising cycle tours, fun rides, outings and awareness raising events; and

4.2.11 establish contact, liaise and collaborate with all levels of government and other organisations having similar objectives of the purpose of furthering the objects of the Association.

4.3 The Association shall have full powers to do all such acts as are necessary to carry out its primary and ancillary objects and purposes. The powers of the Association shall be exercised by the Executive Committee constituted in terms of clause 5, save to the extent that they are exercised by the Members in a general meeting.

5 EXECUTIVE COMMITTEE

5.1 Composition

5.1.1 The Executive Committee shall consist of TWELVE members. At all times there shall be at least three unconnected persons who are members of the Executive Committee and who accept fiduciary responsibility for the Association.

5.1.2 At all times, the composition of the Executive Committee shall be such that no single person may directly or indirectly control the decision-making powers of the Association.

5.1.3 The Executive Committee shall elect members of their number to hold the following offices:

5.1.3.1 Chairperson;

5.1.3.2 Vice-Chairperson;

5.1.3.3 Treasurer; and

5.1.3.4 such other offices and positions as the Executive Committee may determine from time to time.

5.2 **Eligibility**

5.2.1 Only Members of the Association who meet the following eligibility requirements shall be eligible for election to, and may serve as a member of, the Executive Committee:

5.2.1.1 the Member is a natural person or a representative of a corporate body who is in good standing with the Association and has paid all membership or subscription fees payable to the Association (if applicable);

5.2.1.2 the Member is not disqualified or ineligible to act as a director of a company for purposes of section 69 of the Companies Act, No. 71 of 2008, and the Member is not disqualified or ineligible to act as a trustee of a trust for purposes of section 6(1A) of the Trust Property Control Act, No. 57 of 1988; and

5.2.1.3 the Member is a fit and proper person. A Member will be regarded as fit and proper if a general meeting of the Members is satisfied that such person exhibits the qualities of integrity, reliability, and honesty in all his or her dealings, and has the necessary skills, competence and capability to properly perform his or her functions as a member of the Executive Committee.

5.2.2 No person may be elected as a member of the Executive Committee if his or her spouse, life partner, or any other immediate family member is, at the time of such election, employed by the Association on a full-time or part-time basis and in any capacity whatsoever. This clause shall not preclude the Association from paying an honorarium to any person, including a spouse or immediate family member of an Executive Committee member, as reasonable remuneration for services rendered to the Association, from

time to time, where such services are rendered in support of the objects and activities of the Association as described in clause 4.

5.3 **Election of Executive Committee**

5.3.1 Executive Committee members shall be elected by the Members at an Annual General Meeting.

5.3.2 Insofar as is reasonably practicable, one half of the Executive Committee members shall be elected in even numbered years and the other half of the Executive Committee members shall be elected in odd numbered years. Each Executive Committee member shall serve for a term of approximately two years. At the Annual General Meeting held immediately after the expiry of his or her two-year term in office, such member shall be deemed to resign but shall be eligible for re-election for a further term.

5.3.3 A candidate for election to the Executive Committee is required to be nominated by a Member in writing. The nomination must be accompanied by the written consent to act of the candidate so nominated, and shall be delivered to the *domicilium* of the Association not later than FIVE days before the relevant Annual General Meeting is scheduled to commence; provided that the Chairperson of such meeting may in his or her sole discretion allow any nominee to consent to his or her nomination at the meeting itself if in his or her opinion it is justifiable to do so in the circumstances.

5.4 **Vacancies**

5.4.1 The Executive Committee may from time to time co-opt any Member of the Association to serve on the Executive Committee on a temporary basis for the purpose of filling any vacancy in their number or for any other purpose determined by the Executive Committee from time to time, provided that the number of co-opted Members shall not exceed TEN and provided further that all such co-opted Members are required to meet the eligibility requirements set out in clause 5.2. Any Member so co-opted to the Executive Committee shall hold office until the next Annual General Meeting or such shorter period as determined by the Executive Committee,

whereupon he or she shall retire and be eligible for re-election to the Executive Committee at any subsequent Annual General Meeting.

5.4.2 If a vacancy or vacancies occur(s) on the Executive Committee and a suitable Member of the Association is not available for co-option, the Executive Committee shall continue to function even though its number may be less than TWELVE, provided that if the number of Executive Committee members falls below EIGHT, the Executive Committee shall call a general meeting of the Association within 30 days for the purpose of electing additional Executive Committee members to fill such vacancies.

5.5 **Vacation and Termination of Office**

A Member shall cease to hold office as an Executive Committee member if –

5.5.1 the Member resigns from his or her office on written notice to the other members of the Executive Committee;

5.5.2 the Member's membership with the Association terminates or lapses for whatever reason, including as a result of the failure by the Member to timeously renew his or her membership on or before the due date for renewal;

5.5.3 the Member is found by a competent court to be of unsound mind or mentally or physically incapable of managing his or her own affairs;

5.5.4 the Member dies or becomes physically incapable of performing his or her duties and functions as a member of the Executive Committee;

5.5.5 the Member is placed under sequestration or surrenders his or her estate as insolvent;

5.5.6 the Executive Committee determines by resolution that the Member has ceased to meet any one or more of the eligibility criteria described in clause 5.2;

5.5.7 the Member is convicted of any offence which involves an element of dishonesty;

5.5.8 the Member is removed from office by order of court;

5.5.9 the Member absents himself or herself from THREE consecutive meetings of the Executive Committee without special leave of absence and the Executive Committee accordingly resolves to remove him or her from office; and/or

5.5.10 the Member is removed from office by way of a resolution of a general meeting of the Association.

5.6 **Conflict of Interest**

5.6.1 All Executive Committee members shall declare and disclose in writing any actual, potential or perceived commercial or other conflicts of interests which they may have with the Association, in such form as the Executive Committee may stipulate from time to time, as and when such conflicts arise, and in any event on an annual basis.

5.6.2 A person shall not be prevented from being elected to the Executive Committee solely on the grounds that he or she may have an actual or potential conflict of interest with the Association, provided that such person declares such conflicts in the prescribed form and the Executive Committee is nonetheless satisfied that the Association is not and will not be substantially prejudiced thereby.

5.6.3 A member of the Executive Committee shall be required to recuse himself or herself from the deliberation and voting on all issues in which he or she may have, or may be perceived to have, a conflict of interest.

5.7 **Remuneration and Expenses**

The Executive Committee may resolve that an Executive Committee member shall be entitled to:

5.7.1 payment of out-of-pocket expenses or other disbursements reasonably incurred by such member on behalf of the Association, in such amounts as the Executive Committee may, from time to time, determine; and/or

5.7.2 payment in good faith of remuneration for services rendered to or on behalf of the Association, in such amounts as the Executive Committee from time to time may determine or agree to.

6 MEETINGS AND PROCEDURES OF THE EXECUTIVE COMMITTEE

6.1 The members of the Executive Committee may meet in such manner and at such times and places as they determine for the purpose of the despatch of the affairs of the Association, and may otherwise adjourn and regulate their meetings as they deem fit, provided that the Executive Committee shall endeavour to meet at least once every THREE calendar months.

6.2 THREE Executive Committee members may at any time convene a meeting of the Executive Committee by giving notice to the other Executive Committee members in writing and not less than TEN days before the proposed meeting, specifying the reason for calling such a meeting; provided that in cases of emergency, shorter notice as is reasonable in the circumstances may be given. Special meetings of the Executive Committee may be called by the Chairperson at any time, or in his or her absence, by the Vice-Chairperson.

6.3 A quorum of the Executive Committee shall consist of not less than half of the members of the Executive Committee then in office. If a quorum is not present within THIRTY minutes of the appointed time for the commencement of the meeting, such meeting shall stand adjourned to the same day of the following week at the same time and place. If, at the adjourned meeting, a quorum is not met within THIRTY minutes of the appointed time for the commencement of such meeting or if, after the commencement of any quorate meeting, the number of members participating in such meeting falls below the number necessary to form a quorum, the remaining members of the Executive Committee present at such meeting may continue to act, but only for the purpose of convening a general meeting of the Association to deliberate the matters on the agenda of such meeting.

6.4 If the Chairperson vacates his or her office or is removed from office by the Members at a general meeting, then the Vice-Chairperson shall automatically become the Chairperson and he or she shall hold office for the remaining period in respect of which the first mentioned Chairperson was elected. The Executive

Committee shall then elect a new Vice-Chairperson at the meeting following immediately upon the vacation of office by the former Chairperson.

6.5 All matters at any Executive Committee meeting shall be determined by a majority of those present and voting. In the event of an equality of votes, the Chairperson of any meeting shall have a casting as well as a deliberative vote.

6.6 The Executive Committee shall keep minutes of its meetings.

6.7 The Executive Committee may make decisions by way of telephone, e-mail or other means of communication. The procedure for making such decisions shall be determined by the Executive Committee.

6.8 A resolution in writing signed by a majority of the members of the Executive Committee in a manner which indicates support for such resolution by the majority, shall be valid and effective for all purposes as a resolution by the Executive Committee as if it had been passed at a duly convened meeting of the Executive Committee, provided that a copy of such resolution was circulated to all members of the Executive Committee. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee, provided that a scanned copy of such document will be acceptable.

7 POWERS OF THE EXECUTIVE COMMITTEE

7.1 The management and administration of the Association shall vest in the Executive Committee which may exercise all powers of the Association on behalf of the Association, except for those powers which this Constitution requires to be exercised by the Association in general meeting. All powers of the Association shall be exercised in a manner that ensures due compliance with the Prescribed Fiscal Conditions. Without in any way limiting the generality of the aforegoing, such powers shall include but not be limited to, the following:

7.1.1 generally, to deal with the property and funds of the Association for the purpose of furthering the objects of the Association;

7.1.2 to open and operate banking accounts in the name of the Association;

7.1.3 the making of and entering into and carrying out of contracts or agreements for any of the purposes of the Association;

7.1.4 the employment of employees, contractors, agents and any other parties to perform services to or on behalf of the Association, and the payment of reasonable remuneration to such persons commensurate with the services so rendered;

7.1.5 the making, amendment and repeal of rules which shall be binding upon Members and on all persons participating in any initiatives, campaigns, promotions or events organised or sanctioned by the Association;

7.1.6 the levying of a membership or subscription payable by Members as provided in clause 10.6 hereof;

7.1.7 the investment of monies of the Association not immediately required, as determined by the Executive Committee;

7.1.8 to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise movable and immovable property including debentures, stocks and shares; and to invest the funds in government or municipal stock, mortgage bonds, fixed deposit or otherwise in banks, or like financial institutions; to borrow money on the security of immovable property and pass mortgage bonds on the same;

7.1.9 to institute and defend legal proceedings on behalf of the Association in the name of the Association and for that purpose to sign and execute any necessary Powers of Attorney;

7.1.10 to form sub-committees and to delegate such powers to such committees as it may deem necessary;

7.1.11 to transfer any funds not immediately required for the operational expenses of the Association to any trust or related entity created as an investment vehicle for the Association;

7.1.12 to borrow or raise money for the purpose of the attainment of any of the Association's objects, and to apply any of the Association's funds or income in the repayment thereof;

7.1.13 to incur all such expenses and costs necessary to achieve the objects of the Association;

7.1.14 to decide on questions and matters of whatsoever description arising in the administration of the Association;

7.1.15 to appoint and remunerate accountants, auditors, attorneys, consultants, brokers and other professionals to transact all or any business of whatsoever nature required to be done pursuant to the affairs of the Association;

7.1.16 to obtain such legal, tax, accounting and other professional advice as may be required by the Association from time to time; and/or

7.1.17 to do all such other things as may be necessary for the proper carrying out of the objects of the Association, subject to compliance with the Prescribed Fiscal Conditions.

8 SUB-COMMITTEES

8.1 The Executive Committee may appoint, constitute and disband any one more sub-committees from time to time, to address specific priorities or objects or to perform specific tasks; and to delegate to that sub-committee or revoke from it any power or responsibility held by the Executive Committee.

8.2 Sub-committees may comprise of Members of the Association, provided there is at least one member of the Executive Committee serving on the sub-committee. All sub-committees shall be accountable to, and shall report to, the Executive Committee in the manner required by the Executive Committee. Unless determined otherwise by the Executive Committee, decisions by the sub-committee will be taken by a majority of its members.

8.3 **Disciplinary Sub-Committee**

8.3.1 A disciplinary sub-committee shall be formed to consider and deal with any disciplinary matters arising in respect of Members and the Association, including events, campaigns and initiatives hosted or facilitated by the Association.

8.3.2 The chairperson of the disciplinary sub-committee shall be elected annually by the Executive Committee as soon as reasonably possible after the Annual General Meeting.

8.3.3 Each disciplinary sub-committee shall consist of the chairperson so elected by the Executive Committee and two other persons appointed on an *ad hoc* basis in relation to the disciplinary matter at hand. At least two members of the disciplinary sub-committee shall be members of the Executive Committee, and the third member shall be either a Member of the Association or an advocate or attorney.

8.3.4 The chairperson of the disciplinary committee shall determine the composition of the disciplinary sub-committee for the purpose of holding a hearing, after consultation with the Chairperson and/or the Vice Chairperson. The Executive Committee member charged with discipline (if any) may appoint himself or herself to the disciplinary sub-committee for the purpose of holding a hearing.

8.3.5 The disciplinary sub-committee shall have the power to:

8.3.5.1 frame, enquire into and decide on charges against Members and other persons participating in events, campaigns, or initiatives organised or sanctioned by the Association (hereafter referred to as "**event**" or "**events**");

8.3.5.2 to make rules consistent with this Constitution for the governing of any events, which rules shall be binding on all Members and any non-Member participants who voluntarily undertake to be bound by such rules by virtue of their participation in the event.

8.3.5.3 consider whether a Member or other person participating in an event is guilty of –

8.3.5.3.1 a breach of the provisions of this Constitution or the rules made hereunder or the rules of the event in question;

8.3.5.3.2 conduct which is prejudicial or harmful to the interests or reputation of the Association; and/or

8.3.5.3.3 non-payment of any amounts owing to the Association, including any fines imposed by the disciplinary sub-committee;

8.3.5.4 make decisions on disciplinary matters on a balance of probabilities;

8.3.5.5 determine the nature and format of evidence to admit at a hearing, including evidence that would not be normally be admissible in a court, determine whether or not to call for oral evidence, and to consider what weight to attach to such evidence;

8.3.5.6 summons any member to attend a disciplinary hearing and/or to present evidence at such hearing;

8.3.5.7 impose sanctions upon any Member or non-Member found to be guilty of the conduct charged as is reasonable and justifiable in the circumstances, including but not limited to disqualification from an event, a reprimand, the imposition of a fine of up to R5 000 (in the case of a Member), the suspension or expulsion of the membership of a Member, or any combination of the foregoing.

8.3.6 A member or other person who has been sanctioned shall have the right to have the decision and sanction of the disciplinary sub-committee reviewed by the Executive Committee. In the event that new evidence is submitted on review an explanation must be furnished as to why such evidence was not placed before the disciplinary sub-committee at the time of the hearing. All submissions on review shall be in writing and shall be submitted within seven calendar days of the decision taken on review. A copy of such submissions shall be provided to the disciplinary sub-committee for comment.

8.3.7 The Executive Committee may confirm or alter the decision of the disciplinary sub-committee and impose any sanction it deems appropriate, whether or not more severe than that imposed by the disciplinary sub-committee. The Executive Committee shall not interfere with the decision of the disciplinary sub-committee unless it has carefully considered any reasons stated by the disciplinary sub-committee.

8.3.8 Any members of the Executive Committee that served on the disciplinary sub-committee shall not be disqualified from participating in the discussion and decision of the Executive Committee when reviewing the decision.

8.3.9 A person against whom charges are being considered or who has been sanctioned shall not be entitled to legal or lay representation at any hearing or the review of a hearing, unless the Chairperson of the Executive Committee so rules.

8.4 **Summary disqualification**: The Executive Committee may authorise any member of its number to make decisions as to the summary disqualification without a hearing of any person who participates in an event referred to in clauses 8.3.5.1 and 8.3.5.2, where such person exhibits conduct which may be regarded or perceived as harmful to the safety of any other person and/or the interests and reputation of the event and the Association. The disciplinary committee shall have the power to ratify or overturn any summary disqualification imposed as aforesaid, after due investigation into the conduct in question.

9 INDEMNITY

No Executive Committee member shall be liable to the Association, any Member or any other person for any loss of whatever nature resulting from or attributable to the act or omission of that Executive Committee member while acting in his or her capacity as Executive Committee member, unless caused by his or her gross negligence, dishonesty, or wilful misconduct. No Executive Committee member shall be liable for any act, omission or negligence of any other Executive Committee member of which he or she was unaware. All Executive Committee members shall be indemnified by the Association against any loss or damage they may suffer or any claim brought against them by any person by reason of the *bona fide* exercise of their powers as Executive Committee members, which indemnity shall apply in favour of any former Executive Committee members and/or their estates.

10 MEMBERS

10.1 A member of the Association may be either a natural person or a body corporate.

10.2 An application for membership shall be made in the form prescribed by the Executive Committee from time to time. All applications shall be considered and

decided by the Executive Committee which may, in its absolute discretion, refuse an application for membership and need not state the grounds for such refusal, subject always to the applicant's rights not to be unlawfully discriminated against, as provided for in terms of the Constitution of the Republic of South Africa. The Executive Committee shall have the right to delegate any of its powers relating to membership applications to one or more persons or sub-committees, in the Executive Committee's discretion.

10.3 The membership of a Member shall commence from the date on which the Member's application for membership is approved by the Association and shall endure until 30 June of the following year, save where such Member's membership has been terminated prematurely or suspended in accordance with the provisions of this Constitution. Membership may be renewed annually, subject to the Executive Committee's approval of such renewal and payment by the Member of the annual membership fee as determined by the Executive Committee from time to time.

10.4 The Executive Committee shall have the right, at any time, to determine a date upon which the membership of all Members shall terminate, subject to the Members' rights of renewal (referred to as "**the renewal date**"). Where the Executive Committee has determined a renewal date, then:

10.4.1 all existing Members at the time, shall be entitled to a pro rata refund of the excess portion of the membership fees already paid for the year in question, having regard to the new renewal date, which entitlement shall accrue on the forthcoming renewal date and be applied automatically in reduction of the Member's membership fee for the immediately following year unless the Member ceases to be a Member, in which event the Member shall be entitled to a refund of the sum in question, on written request to the Executive Committee; and

10.4.2 Members who join after the determination of a renewal date, shall pay a reduced membership fee for the year in which they first join, calculated, pro rata, in the same ratio as the number of days remaining to the forthcoming renewal date bears to a full year.

10.5 The Association shall keep and maintain a register of its Members.

10.6 Membership fees shall be determined by the Executive Committee from time to time, and any changes shall, in the case of existing Members, be applicable from the date of the forthcoming renewal of membership. The membership fees shall be published or otherwise made available to the Members by the Executive Committee in the manner determined by the Executive Committee from time to time.

10.7 The Executive Committee shall have the right to reprimand, fine, suspend or expel any Member from the Association or refuse to renew any person's membership on lawful and reasonable grounds. The Executive Committee will provide such member with a written description of such grounds, and shall afford the member a fair opportunity to make representations in this respect.

10.8 The Executive Committee shall have the right, at any time to admit Honorary and/or Life Members of the Association, upon such terms and conditions as it may stipulate.

10.9 The membership of Members which are artificial personae shall be subject not only to the terms and conditions stated in this Constitution but to such additional terms and conditions as the Executive Committee may resolve, from time to time, provided that under no circumstances shall any such Member have more than ONE vote for the purposes of voting at meetings of the Association.

11 MEETINGS OF THE ASSOCIATION AND VOTING

11.1 Annual General Meetings

Annual General Meetings of the Members shall be held once every year within THREE months after the end of the financial year of the Association. The business to be transacted at the Annual General Meeting shall include:

11.1.1 an annual report on the activities of the Association, which may take the form of a report by the Chairperson;

11.1.2 the receipt of a report on the financial and other affairs of the Association;

11.1.3 the adoption of the minutes of the previous Annual General Meeting;

11.1.4 the approval and confirmation of the Association's balance sheet and accounts;

11.1.5 the consideration of any resolutions concerning the affairs of the Association of which due notice has been given to all Members;

11.1.6 the election of members to the Executive Committee.

11.2 **Other General Meetings**

The Executive Committee may call a general meeting of Members whenever it deems fit. General meetings may also be called upon the written request of not less than FIFTY Members given at any time, or at least TEN PERCENT of all Members if the total membership of the Association is less than FIVE HUNDRED. A general meeting of the Association shall have power to raise, discuss and decide only such specific matters as have been set out for consideration in the notice of the meeting.

11.3 **Notice of Meetings**

11.3.1 An Annual General Meeting shall be convened by the Executive Committee on not less than TWENTY ONE days' written notice to the Members.

11.3.2 Any other general meeting shall be called by not less than FOURTEEN days' written notice to the Members.

11.3.3 Notices of any Annual General Meeting or other general meeting shall be in writing and may be sent by electronic mail to Members, provided that any Member may request in writing to the Executive Committee that such notice be sent to him or her by ordinary mail, in which case this shall be done.

11.3.4 All notices shall specify the place, the day and the hour of the meeting and shall be accompanied by an agenda for the meeting setting out the general nature of the matters to be discussed and the resolutions to be tabled at such meeting.

11.3.5 A meeting called on shorter notice than that specified by this Constitution shall be deemed to have been correctly called if the defects in such notice

are ratified by NINETY PERCENT of the Members present at the meeting concerned.

11.4 **Quorum**

A quorum for the commencement of any meeting of the Association, including an Annual General Meeting, and the conduct of business at that meeting shall be –

11.4.1 FIFTY Members present at the meeting in person or by proxy, if the total membership of the Association is more than FIVE HUNDRED Members; and

11.4.2 TEN PERCENT of all Members of the Association, present at the meeting in person or by proxy, if the total membership of the Association is less than FIVE HUNDRED persons.

11.5 **Adjournment**

If within 30 minutes from the time appointed for the commencement of any meeting of the Association, a quorum is not present, ~~the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to a place, time and day decided upon by the Executive Committee at the meeting to be adjourned and if at such adjourned meeting a quorum is not present within 30 minutes from the time appointed for commencement of the meeting,~~ (change adopted at the PPA 2026 AGM held on the 22 September 2026) the Members present at such meeting shall be deemed to be a quorum.

11.6 **Chairperson**

The Chairperson, and failing him/her the Vice-Chairperson, of the Executive Committee shall preside at every general meeting of the Association. If for whatever reason there is no such Chairperson or Vice-Chairperson present at the meeting, then the Members present shall elect a member of the Executive Committee to preside over the meeting as chairperson, or if no Executive Committee member is present or willing to act as such, then any Member of the Association present at the meeting may be elected to preside as chairperson of the meeting.

11.7 **Voting**

11.7.1 At all general meetings, resolutions put to the vote, save for resolutions for the election of a member to the Executive Committee or for his or her removal, which shall be decided by ballot, may take place by show of hands, unless by majority vote the meeting decides that voting shall be by a ballot, in which event the ballot shall take place immediately.

11.7.2 Each Member, including Members who are body corporates, shall have one vote only.

11.7.3 Save as otherwise contemplated in this Constitution, all resolutions and questions arising at a meeting of the Association shall be decided by a majority of votes. Should there be an equality of votes, the chairperson of the meeting shall have a casting vote in addition to his or her deliberative vote.

11.7.4 Only Members whose membership fees are fully paid up and who are in good standing with the Association shall be entitled to vote at any meeting of the Association.

11.8 **Proxies**

11.8.1 At any general meeting of the Association, a Member may appoint a proxy to attend and vote at such meeting in his or her stead, provided that such proxy appointment is recorded in writing, clearly identifies the person to whom the proxy is given, and stipulates the manner in which the proxy must vote on the resolutions to be tabled at the meeting. A proxy appointment that does not stipulate the manner in which a proxy must vote will be regarded as invalid.

11.8.2 A proxy may only be given to a Member of the Association entitled to vote at such meeting, unless the Executive Committee determines otherwise.

11.8.3 Proxy instruments shall be submitted to the Executive Committee not later than 24 hours prior to the time appointed for the commencement of the meeting and shall be valid only for the meeting for which they are given (and any adjournments thereof) and for a maximum period of SIX months.

11.9 **Electronic Communication**

The Members' participation in any meeting of the Association may take place partly or wholly by electronic communication (as defined in section 1 of the Electronic Communication and Transaction Act, No. 25 of 2022), provided that –

11.9.1 the electronic communication method employed ordinarily enables all persons participating to communicate with each other concurrently, without the need of an intermediary, and to participate reasonably effectively in the meeting;

11.9.2 the notice in respect of such meeting informs the Members of the ability to participate via electronic communication and provides the necessary information to enable the Members or their proxies to access the available medium or means of electronic communication; and

11.9.3 access to such electronic communication shall be at the expense of the Member or proxy concerned, unless the Executive Committee determines otherwise.

12 FINANCIAL MATTERS

12.1 The Association's financial year shall end on 30 June each year or any other date to be determined by the Executive Committee.

12.2 Proper books of account shall be kept by the Executive Committee.

12.3 Monies received shall be deposited in an appropriate savings or bank account opened for that purpose.

12.4 Withdrawal from the said account shall be made and signed only by member(s) nominated by the Executive Committee.

12.5 Where practical, monies not required immediately shall be invested to the benefit of the Association in such manner as the Executive Committee may resolve.

12.6 The Executive Committee shall prepare a statement of the Association's financial affairs for the year concerned for presentation at every Annual General Meeting. Such statement shall have been examined by an accounting officer who shall

have certified that it fairly represents the state of the financial affairs of the Association. For the purposes of this clause the phrase “accounting officer” shall mean a person who in terms of section 60(2) of the Close Corporations Act No 69 of 1984 is qualified to perform the duties of an accounting officer.

13 AMENDMENT OF THE CONSTITUTION

13.1 This Constitution may be amended only by the approval of two thirds of the Members present in a duly constituted and quorate general meeting, provided that notice of the proposed amendment has been duly given in terms of the notice calling the meeting.

13.2 The Executive Committee shall ensure that copies of all such amendments to this Constitution shall be submitted to the Commissioner in accordance with section 30(3)(b)(vi) of the Income Tax Act.

14 DISSOLUTION OF THE ASSOCIATION

14.1 The Association may be dissolved –

14.1.1 by way of a resolution passed by at least 75% of the Members present in person or by proxy at a duly constituted general meeting of the Association, provided that notice of the proposed dissolution has been duly given in terms of the notice calling the meeting; *or*

14.1.2 by way of a court order granted on an application to a court of law by any Member on the grounds that the Association has become dormant or is unable to fulfil its purposes and objects.

14.2 If upon the dissolution and winding up of the Association and the settlement of all its debts and liabilities, there shall remain any assets whatsoever, the assets shall be transferred to –

14.2.1 any other public benefit organisation which has been approved by the Commissioner in terms of section 30 of the Income Tax Act and which has similar objects to the Association;

14.2.2 any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act and which has as its sole and principal object the carrying on of any Public Benefit Activity; or

14.2.3 any department of state or administration in the national, provincial or local sphere of the government of the Republic of South Africa, as contemplated in section 10(1)(a) or (b) of the Income Tax Act.

15 MISCELLANEOUS

15.1 Every Member shall notify the Executive Committee of his or her physical residential street address and email address, and any change thereof.

15.2 Any notice or communication to a member shall be addressed to him or her at his or her physical address or email address or to both as the Executive Committee may, in its sole discretion, decide. Such notice shall be deemed for all purposes to have been received by such Member within FIVE days of it being posted to the Member's physical address and within ONE day of it being transmitted to the Member's email address. Such physical and email addresses shall be deemed to be the Member's *domicilium citandi et executandi* for purposes of all matters and notices arising from this Constitution.

15.3 The accidental omission to give notice of any meeting to any person entitled to be present shall not invalidate the proceedings at that meeting. Any Member absent from any meeting as a result of such accidental omission shall only be entitled to challenge the proceedings at that meeting and any resolutions passed provided that he or she can establish substantial prejudice to himself or herself and provided further that the Member can establish that, had he or she been present, any resolution(s) which was or was not passed might well have been passed or not passed, had s/he been present.

15.4 Every Member of the Association shall be entitled, in accordance with the provisions of the Promotion of Access to Information Act, No. 2 of 2022, to inspect the books of account and other documents of the Association. Any request for access to information shall be delivered by hand to the Association's General Manager.

15.5 The *domicilium citandi et executandi* for the Association shall be 9 Hill Park Lane, Mowbray, 7700 or such other address as the Executive Committee may appoint from time to time.

16 NO DISCRIMINATION

Discrimination based on race, colour, creed or political persuasion against any prospective Member shall not be permitted. No discussion on race, colour or creed shall form part of the Association's deliberations.

17 DISPUTE RESOLUTION

17.1 In the event of a material disagreement or dispute amongst any Members of the Association regarding any matter relating to the Association (including the validity or enforceability of any provision of this Constitution), then any TWO Executive Committee Members or any FIVE Members shall be entitled to declare a dispute (such persons hereinafter being referred to as the "**disputants**"). Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive Committee.

17.2 The Executive Committee shall consider such declaration within TWO weeks of receiving the same and shall use its best endeavours to resolve the dispute. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the disputants, the Executive Committee shall refer the dispute to a mediator or arbitrator in terms of this clause 17.

17.3 Should the dispute be referred to mediation, the disputants and the Executive Committee shall agree upon a suitable mediator to mediate the dispute and the costs of such mediation. The mediator so appointed will determine the rules and proceedings applicable to the mediation proceedings, provided that no party to the dispute shall be entitled to legal representation at such proceedings.

17.4 If the disputants are unable to agree on the appointment of a mediator within TEN days of the referral of the dispute to mediation, or should mediation not resolve the dispute within TWO weeks, the dispute shall be referred to arbitration.

17.5 The arbitration shall –

17.5.1 be conducted in an informal manner on that the basis that it shall not be necessary to observe or carry out either the usual formalities or procedures relating to pleadings or discovery, or the strict rules of evidence; and

17.5.2 commence as soon as reasonably possible after it is demanded and with a view to being completed within THIRTY days; and

17.5.3 be held at Cape Town, before a single arbitrator, in accordance with the provisions of the Arbitration Act, No. 42 of 1965, save to the extent provided otherwise herein.

17.6 The arbitrator shall be a practising senior counsel of the Cape Bar of not less than TEN years' standing appointed by agreement between the disputants within SEVEN days of being called upon to make such appointment and failing such agreement within the aforesaid period, appointed by the Chair of the Cape Bar Council at the request of any disputant.

17.7 The arbitrator shall in giving his or her award have regard to the principles contained in this Constitution and he or she shall decide the matter as submitted to him or her according to what he or she considers just and equitable in the circumstances. The arbitrator's decision shall be handed down within TEN days after the completion of the arbitration in a written document and he or she shall state the reasons for his decision therein. The arbitrator may determine that the cost of the arbitration be paid any one or more of the disputants or by the Association itself, as he or she in his or her sole discretion deems justifiable in the circumstances.

17.8 The decision of the arbitrator shall be final and binding on the disputants and shall be carried out into effect immediately. The arbitral award may be made an order of Court with competent jurisdiction at the instance of any disputant or the Association.

17.9 Notwithstanding anything to the contrary contained in this clause 17, the Executive Committee shall be entitled to institute legal proceedings on behalf of the Association by way of application, action or otherwise in any Court having jurisdiction for the purposes of restraining or interdicting the breach of any of the

provisions of this Constitution by any Member. This clause shall not prevent any person from obtaining interim relief on an urgent basis from a court of competent jurisdiction, pending the decision of an arbitrator.

SCHEDULE 1

PRESCRIBED FISCAL CONDITIONS

1. Notwithstanding anything to the contrary contained in this Constitution, the powers of the Executive Committee and the Association are subject to due compliance with the conditions stipulated in terms of section 30 of the Income Tax Act, and insofar as it may be applicable, section 18A of the Income Tax Act, as read with the Ninth Schedule thereto, in order thereby to facilitate the eligibility of the Association for tax-exempt status in terms of section 10(1)(cN) and (to the extent that this may be applicable) its eligibility for the further fiscal benefit envisaged by section 18A of the Income Tax Act.

2. The income and property of the Association shall be applied solely towards the promotion of its objects as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Association; provided that nothing herein shall prevent the Association from –

2.1. giving financial or other assistance to public benefit organisations approved as such by the Commissioner, and in support of Public Benefit Activities, to the extent that such assistance serves to promote the objects of the Association; or

2.2. the payment in good faith by the Association of reasonable remuneration (commensurate with services rendered) to any officer or servant of the Association, in return for services actually rendered as aforesaid, but subject to due compliance with the other limitations set out in this Schedule.

3. As a public benefit organisation to be approved by the Commissioner for purposes of section 18(A)(1) of the Income Tax Act, the Executive Committee shall –

3.1. ensure that any eligible donations actually paid for or transferred to the Association, are applied to undertake Public Benefit Activities as listed from time to time in Part II of the Ninth Schedule; including the provision of funds or assets to assist other organisations, institutions, boards or bodies to conduct such activities, and including such activities as may be determined by the Minister from time to time for purposes of section 18A of the Income Tax Act;

3.2. comply with, and have regard to, any such additional requirements as may be prescribed by the Minister of Finance from time to time in terms of section 18(A)(1) of the Income Tax Act, or as may be otherwise imposed by the Commissioner in terms of the Income Tax Act, including any additional requirements that must be met for any donation to be allowed as a deduction for purposes of section 18A of the Income Tax Act; and

3.3. ensure that an audit certificate is provided by the Association to the Commissioner alongside the submission of its annual return for each year of assessment, confirming that all donations received or accrued by the Association in that year, in respect of which section 18A receipts were issued by the Association, were utilised in the manner contemplated by that section.

4. As a public benefit organisation approved by the Commissioner for purposes of section 30 of the Income Tax Act, the Association shall –

4.1. carry on the Public Benefit Activities in a non-profit manner, and with an altruistic or philanthropic intent;

4.2. ensure that no such activity is intended to promote the economic self-interest, whether directly or indirectly, of any fiduciary, Member, Executive Committee member, or employee of the Association, otherwise than by way of reasonable remuneration payable to that fiduciary, Member, Executive Committee member or employee for services rendered to the Association;

4.3. take reasonable steps to ensure that each such Public Benefit Activity carried on by the Association is for the benefit of, or is widely accessible to, the general public at large, including any sector thereof (other than small and exclusive groups);

4.4. comply with such conditions, if any, as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of the Associations are directed in the furtherance of its objects;

4.5. submit to the Commissioner a copy of this Constitution, including any amendments hereof;

4.6. be prohibited from distributing any of its funds to any person otherwise than in the course of undertaking any Public Benefit Activity, and shall be required to utilise its funds solely for the objects set out in this Constitution, or to invest such funds in such prudent financial instruments and assets in compliance with the requirements of the Income Tax Act or as approved by the Commissioner from time to time, provided that the provisions of this sub-paragraph do not prohibit the Association 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;

4.7. be required on its dissolution to transfer its assets to:

4.7.1. any public benefit organisation which has been approved in terms of section 30(3) of the Income Tax Act;

4.7.2. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of that Act, which has as its sole or principal object the carrying on or any Public Benefit Activity; or

4.7.3. any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Income Tax Act; or

4.7.4. the National Finance Housing Corporation contemplated in section 10(1)(t)(xvii) of the Income Tax Act,

which is required to use those assets solely for the purposes of carrying on one or more Public Benefit Activities;

4.8. 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 of the Income Tax Act; 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) of the Income Tax Act, which has as its sole or principal object the carrying on of 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;

4.9. ensure that the Association, its Members, employees, Executive Committee members and office-bearers are not knowingly a party to, and do not knowingly permit themselves 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 Income Tax Act or any other Act administered by the Commissioner;

4.10. not pay any remuneration, as defined in the Fourth Schedule to the Income Tax Act, to any employee, office bearer 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;

4.11. comply with such reporting requirements as may be determined by the Commissioner;

4.12. take reasonable steps to ensure that, in the event that the Association provides any funds to any association of persons as contemplated in paragraph (b)(iii) of the definition of “Public

Benefit Activities" in section 30 of the Income Tax Act, such funds are utilised for the purpose for which they are provided, in accordance with section 30(3)(f) of the said Act;

4.13. not use its resources directly or indirectly to support, advance or oppose any political party; and

4.14. ensure that any books of account, records and other documents relating to its affairs are retained and carefully preserved by the Executive Committee for a period of at least four years.

5. Upon the winding-up, deregistration or dissolution of the Association, the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to one or more other public benefit organisations having the same or similar objects to those of the Association, as may be determined by its Executive Committee at or before the time of such dissolution, or failing determination by them, then by the Court, and with the approval of the Commissioner.