

JOHANNESBURG HERITAGE FOUNDATION

CONSTITUTION

TITLE

The title of the organisation shall be The Johannesburg Heritage Foundation.

AIMS & OBJECTIVES

To ensure that the valuable cultural heritage of Johannesburg is retained for future generations by:

1. Increasing public awareness of that heritage by creating opportunities for people to become familiar with this heritage and its special significance
2. Engaging with authorities as advocates for Johannesburg's heritage.
3. Identifying significant sites and areas and motivating the protection of such heritage through the application of the National Heritage Resources Act and measures in the Town Planning legislation.
4. Restoring buildings, gardens and sites and marking them appropriately with heritage plaques.
5. Offering tours and other activities to ensure that interested adults and learners get to know the city and take pride in its heritage (are we accepting the use of the term "learners" in place of "children" or "young people"? Can adults not be "learners", too?)
6. Researching and publishing in print and on the world-wide web information on the many aspects of Johannesburg's heritage.

AREA OF OPERATION

The area in which services shall be rendered shall be in the City of Johannesburg and contributions will be collected in the Province of Gauteng.

BOARD OF TRUSTEES

There shall be a Board of Trustees consisting of not less than 6 members and not more than 12 who shall serve for a period of 3 years and may be eligible for further terms of office. The following organisations as founder members may appoint trustees

- Parktown Association
- Westcliff Residents' Association
- Egoli Heritage Foundation
- Up to four may be appointed by affiliated organizations.

Two Trustees shall be appointed by the Board of Management which shall also appoint trustees where other organizations have failed to do this.

The Trustees shall elect a Chairman at the first meeting.
A quorum shall be 4 trustees.

BOARD OF MANAGEMENT

There shall be a Board of Management consisting of:

1. Members nominated by the affiliated Organisations.
2. Eight members who shall be elected by the Annual General Meeting. (Ditto)
3. Such members which the Board of Management or an Annual General Meeting may resolve to co-opt, and such members shall have full voting rights.

The Board of Management shall have the right to fill any vacancies that may occur.

POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

The Board of Management is empowered to carry out the following duties:

1. To carry out the aims, objectives, and policies of the Foundation
2. To raise and administer funds.
3. To appoint and dissolve sub-committees.
4. To hold an Annual General Meeting once a year at which the Board of Management shall be elected.
5. To exercise the power of co-option.
6. To employ such people as may be necessary.
7. To seek sponsorship for publications, publicity materials, information boards and signs, workshops, exhibitions, and other material.
8. To obtain the co-operation of the media.
9. To train guides for tours of buildings, on buses and walking tours. To enrol members.

OFFICE BEARERS

The Board of Management shall elect from among their number a Chairman, a Vice-Chairman, an Honorary Secretary, and an Honorary Treasurer who shall constitute the executive and occupy office until the next following Annual General Meeting.

MEETINGS

An Annual General Meeting shall be called by the Board with not less than twenty-one (21) days notice being given to the members and shall be held before 31 December.

A Special General Meeting shall be summoned:
 by direction of the Board, or
 upon requisition in writing of
 not fewer than twenty of the voting members.

At least seven (7) days' notices of a Special General Meeting shall be given to all members and shall describe the nature of the business for which the meeting is convened.

Except for amendment of the constitution, proposals at general meetings are decided by a majority of votes. If votes are equally divided, the chairman has a second or casting vote.

The quorum of an Annual or Special General meeting shall be twenty voting members. If within half an hour (of?) a quorum is not present, the Chairman may adjourn the meeting for half an hour and the members present shall be deemed to constitute a quorum.

Acts of general meetings are not invalidated by:

- non-receipt of notices by members
- proposals passed at later general meetings if they are otherwise valid.

AMENDMENT OF CONSTITUTION

This Constitution shall not be amended or rescinded except by a resolution passed by a General Meeting, provided that notice of the proposed amendment or rescission has been set forth on the Agenda and provided further that at least two-thirds of the votes cast are in favour of the resolution.

MEETINGS OF MEMBERS

All members shall be entitled to attend and speak at an Annual or Special General Meeting and the Board shall be empowered to invite non-members to attend in such capacity as it may consider fit.

Only members whose subscriptions for the year have been paid shall be entitled to vote at an Annual or Special General Meeting.

Any voting members wishing to bring before an Annual General Meeting any Motion shall give notice of such a Motion to the Honorary Secretary by the second week (a bit vague – should it not be “by the end of the second week”?) of the month prior to the month in which the Annual General Meeting is to be held, and no such motion shall come before the meeting unless such notice is given.

The Honorary Secretary shall provide copies of the audited accounts at the Annual General Meeting.

Minutes of all meetings shall be kept by the Foundation and confirmed by the Chairman at the following meeting. Such minutes shall be retained in a safe place and be available for inspection by members.

FINANCE

The Honorary Treasurer or Secretary shall receive all monies payable to the Foundation and is authorised to pay out of the funds of the Foundation any expenditure which may be incurred in giving effect to its objects and which has been approved by the Board.

The Honorary Treasurer shall keep a proper account of the income and expenditure of the Foundation and prepare a Balance Sheet and Statement of Accounts. The financial year shall terminate on 31 March of every year.

The statements have to be audited by a registered accountant and auditor who is not a member of the Board of Management, and the prescribed financial statements and annual report must be submitted before 30 September of every year.

MEMBERS

Membership fees shall be determined by the Annual General Meeting. There shall be six (6) classes of membership, who shall be entitled to one vote at general meetings unless otherwise noted:

- a. Membership by *adult individuals*.
- b. *Family* (including adult couples) may share joint membership and shall be entitled to not more than two (2) votes at general meetings.
- c. *Student membership* by full-time students over the age of sixteen (16).
- d. *Corporate membership* shall be open to registered companies.
- e. *Affiliated membership shall be open to organisations upholding heritage principles*.
- f. *Honorary members* may be elected by the Board.
- g. *Pensioner members* by persons over the age of 65.

The liability of any member shall be limited to the amount of his/her subscription unpaid.
The organisation shall:

- a. exist, separately from its members.
- b. continue to exist despite any changes which may occur to either its membership, office bearers or Board of Management, unless dissolved in terms of this constitution.
- c. be able to enter into and sign contracts on its behalf, enter into other relationships or associations with other parties and be able to sue or be sued in its own name.
- d. be able to own property and other assets.

MEMBERS BENEFITS

Members shall receive the following benefits:

- a. Be informed of special tours and receive preferential booking time.
- b. Reduced rate for special tours.
- c. Certain tours will be restricted to members only.
- d. Any further benefit which the Board of Management may decide to grant or is able to negotiate.

DISSOLUTION

Should the Board of Management resolve that the Foundation be dissolved, it shall call a Special General Meeting for that purpose.

Dissolution of the Foundation shall be affected by a Special General Meeting held for that purpose and shall require a two-thirds majority in favour of dissolution. Not less than twenty-one (21) days' notices convening the meeting shall clearly state that the question of dissolution of the Foundation and disposal of its assets shall be considered.

If, upon dissolution of the Foundation, there shall remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members but shall be given to such other organisation(s) having similar objects and which is/are authorised to collect contributions in terms of the Fund-Raising Act, 1978, as may be decided either by the members at the general meeting at which it was decided to dissolve the Foundation or, in default of such decision, by the Department of Welfare's Directorate for Non-profit Organisations. Such organisation(s) should be non-profit organisation(s).

EXEMPTION FROM INCOME TAX

The Foundation shall be exempt from Section 10(1)(cN) of the Income Tax Act or any other section that is substituted therefore. In order to give effect to this exemption ruling, the following additional clauses have been incorporated:

1. No profits or gains will be distributed to any person and the funds of the Foundation will be utilised solely for investment or the objects for which it was established.
2. Any amendments to the Constitution will be submitted to the Commissioner for Inland Revenue.
3. On dissolution of the Foundation, the remaining assets will be given or transferred to another organisation with objects similar to those of the Foundation and which is itself exempt from income tax.
4. Funds available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990) and in the securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).
5. The Foundation will not carry on any profit-making activities or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them
6. The Foundation shall be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that is set out in Section 30(3)(iv) of the Income Tax Act.
7. The Foundation is prohibited from accepting any donation which is revocable at the instance of the donor for any 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. The donor (other than a donor which is an approved public benefit organisation or institution, board or body which is exempt from tax in terms of section 10 (1)(cA)(i) of the Income Tax Act which has its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor to derive some direct or indirect benefit from the application of such donation.