

JOHANNESBURG



HERITAGE FOUNDATION

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CONSTITUTION – August 2023

TITLE

The title of the organisation is The Johannesburg Heritage Foundation (**Foundation**).

AIMS & OBJECTIVES

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

1. Awareness: Increasing public awareness of the city's diverse heritage and creating opportunities for people to access this heritage and appreciate its special significance.
2. Advocacy: Engaging with relevant authorities, affiliates and communities as advocates for the protection of Johannesburg's heritage through the application of the National Heritage Resources Act and relevant legislation in Town Planning regulations and bylaws.
3. Recognition: Identifying significant heritage sites and areas that have contributed to the collective history of Johannesburg and marking them appropriately with heritage plaques.
4. Education: Offering tours and other activities for schools to ensure that learners get to know their city and take pride in their heritage.
5. Research: Maintaining a research archive and publishing in print and on the world wide web information on the many aspects of Johannesburg's heritage.
6. Restoration: Supporting and/or initiating important restoration and conservation projects as much as our resources will allow.

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AREA OF OPERATION

The area in which the Foundation shall operate to achieve the abovementioned aims and objectives shall be the City of Johannesburg Metropolitan Municipality, which incorporates the former municipal areas of Johannesburg, Sandton, Soweto, Randburg, Roodepoort and Midrand. Suitable partnerships with affiliated heritage organisations will be supported where possible, subject to approval by the Board of Management.

In all instances, the Foundation undertakes to conduct itself with integrity and transparency while upholding the best practices of good governance.

BOARD OF TRUSTEES

There shall be a Board of Trustees consisting of not less than 10 members, with a maximum number of 16.

Nominations for the Board of Trustees shall be structured as follows:

Affiliated organisations (including but not limited to other organisations who are constituted in the interests of heritage) shall be invited to nominate one member to be appointed to the Board of Trustees, for so long as they are in existence and good standing, with no conflicts of interest. Invitations to submit nominees will be sent out no less than 2 months prior to the AGM. Nominees must be submitted no less than 1 month prior to the AGM. Eligible affiliates shall be determined at the sole discretion of the Board of Management.

Additional trustees may be appointed by the Board of Management (not including the JHF Chairperson, Vice-Chair, Treasurer and Secretary who would be invited to attend Board of Trustees meetings). No member of the BoM may simultaneously serve as a trustee.

The Board of Trustees shall be elected at the Annual General Meeting from those nominated and presented as above.

Trustees will be asked to serve a term of three years on the board and may be eligible for further terms.

The Board of Trustees may resolve to co-opt additional members and such members shall have full voting rights.

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

Board of Trustees shall elect from among themselves a Chairperson and a Deputy Chair who will stand-in in the absence of the Chair. The Hon Secretary of the BoM shall perform secretarial functions for the BoT.

A quorum shall be 6 trustees. A trustee who is absent without due cause or apology, from two consecutive meetings, may be removed from the Board of Trustees if so decided by a meeting of the Board of Trustees.

POWERS AND DUTIES OF THE TRUSTEES

The Board of Trustees shall meet at least twice during each financial year, or more often if the Chair deems it necessary to perform its duties, and is required to carry out the following duties:

1. To receive, review, amend and approve the strategies, policies and budgets of the Foundation, as prepared annually by the BoM.
2. To exercise financial oversight of the Foundation's fund raising and administration of funds.
3. To appoint auditors or independent accountants to review the Annual Financial Statements in accordance with the Companies Act 71 of 2008, and regulations, as amended.
4. To receive, review, amend and approve for submission to the AGM, the annual financial statements of the Foundation.

BOARD OF MANAGEMENT

There shall be a Board of Management consisting of at least eight members of the Foundation in good standing and a maximum of 20 members.

1. The Board of Management shall be elected by the members of the organisation at the Annual General Meeting and such members shall have full voting rights.
2. The Board of Management may resolve to co-opt additional members and such members shall have full voting rights.
3. The Board of Management shall have the right to fill any vacancies that may occur.

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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 and objectives of the Foundation
2. To raise and administer funds.
3. To appoint and dissolve sub-committees. In particular, the board shall appoint a Finance Committee consisting of Honorary Treasurer, JHF Chair, Vice-Chair and at least two other members.
4. To hold an Annual General Meeting once a year at which:
 - a. It will report to the membership on activities for the past year
 - b. Plans for the coming year
 - c. Present the Annual financial statements for the last financial year
 - d. Recommend membership fees for the incoming year to AGM
 - e. The Board of Management shall be elected
 - f. The Board of Trustees 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 tour, events, 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 building and walking tours
10. To enrol members.

CHAIRPERSON OF THE FOUNDATION

The Chairperson of the Board of Management shall be elected by the members of the organisation at the Annual General Meeting and shall occupy such office until the next Annual General Meeting.

If, for whatever reason, a Chairperson is not elected at the Annual General Meeting or a Chairperson resigns or ceases to hold office before the next Annual General Meeting then the Board of Management shall be entitled to elect among themselves the Chairperson who will remain in office until the next AGM.

A quorum for a meeting of the Board of Management shall be 4 members.

A member who is absent without due cause or apology, from three consecutive meetings, may be removed from the BoM if so, decided by a meeting of the BoM.

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OFFICE BEARERS

The Board of Management shall elect from among them a Vice-Chairperson, an Honorary Secretary and an Honorary Treasurer who shall occupy office until the next 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 of each year.

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' notice 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 Chairperson 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 a quorum is not present, the Chairperson may adjourn the meeting and reconvene seven (7) days later. Those members present at the reconvened meeting shall be deemed to constitute a quorum.

Acts of general meetings are not invalidated by:

- non-receipt of notices by members, or
- 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.

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MEETINGS OF MEMBERS

All members shall be entitled to attend and speak at an Annual or Special General Meeting and the Board shall be permitted 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 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 Board and confirmed by the Chairperson at the following meeting. Such minutes shall be retained in a safe place and be available for inspection by members.

FINANCE

The Honorary Treasurer 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.

All such financial transactions must be conducted by means of a banking account which must be maintained by the Foundation in its own name. The Honorary Treasurer's approval of any expenditure must be supported in writing by two additional members of the Finance Committee. In the absence of the Honorary Treasurer, the approval of any three members of the Board of Management for this purpose shall suffice.

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 Annual Financial Statements must be audited by a registered accountant or

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auditor or be reviewed by an independent accountant, in accordance with the Companies Act No 71 of 2008 and Regulations.

MEMBERS

Membership fees and benefits shall be determined by the Board of Management and approved at the Annual General Meeting. There shall be seven (7) classes of membership:

- a. *Individual Membership* by adult individuals shall be entitled to one vote at general meeting.
- b. *Family Membership* (including adult couples and two children) may share joint membership and shall be entitled to not more than two (2) votes at general meetings.
- c. *Country and Student Membership* by full-time students, with those over the age of eighteen (18) entitled to one (1) vote at general meetings.
- d. *Corporate membership* shall be open to registered companies, foundations, trusts and voluntary organisations. Such membership carries the right to exercise one (one) vote at general meetings.
- e. *Affiliate Membership* by fellow heritage organisations shall be entitled to one (1) vote at general meetings.
- f. *Residents' Association Membership* shall be entitled to one (1) vote at general meetings.
- g. *Honorary Membership* may be awarded by the Board of Management and shall not have any voting rights.

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

The organisation shall:

- a. exist in its own right, 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.

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MEMBERS' BENEFITS

Members shall receive the following benefits:

- a. Be informed of tours in advance of the general public and receive preferential booking time.
- b. Reduced rate on tours.
- c. Certain tours will be restricted to members only.
- d. A discount on selected publications belonging to the Trust. The extent of the discount is to be decided by the Board of Management.
- e. 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 effected 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' notice 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 Nonprofit Organisations Act of 1997 and Section 30(3) of the Income Tax Act 58 of 1962, 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 employ its best efforts to maintain exempt status 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 Foundation shall conduct its affairs so that:

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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 of the South African Revenue Service and the relevant authorities in Social Development.
3. On dissolution of the Foundation, the remaining assets will be given or transferred to another organisation with objectives similar to those of the Foundation and which is itself a non-profit organisation having similar objectives and which is authorised to collect contributions in terms of the Non-Profit Organisations Act, 1977 (or any Act that substitutes or succeeds it) and which receipt or accrual by virtue of dissolution must be exempt from income tax in terms of Section 10(1)(cN).
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

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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.