

## CONSTITUTION OF THE LOVE OF CHRIST MINISTRIES

(Hereinafter referred to as "TLC")

### 1 NAME:

The organisation hereby constituted is called The Love of Christ Ministries and throughout this agreement will be referred to as "TLC".

### 2 INTERPRETATION:

In the interpretation of this constitution, unless contrary to the context, words signifying the singular shall include the plural and vice versa and words signifying the masculine shall include the feminine and neuter. The following shall have the express meanings denoted below:

<b>organisation</b>	means TLC (NPO 054-364 and PBO 930021186 )
<b>area of operation</b>	the Republic of South Africa
<b>fundraising area</b>	shall mean both national and international
<b>Board</b>	means the duly elected Board
<b>Executive Management Committee ("EMC")</b>	means the appointed executive management committee
<b>Founding Director</b>	means Thea Jarvis or her successor
<b>Executive Director</b>	means an Executive Director of the organisation as employed by the Board
<b>Chairperson</b>	means the Chairperson of the Board

The headings of this constitution are for the purposes of reference and do not form part of this constitution.

### **3 BODY CORPORATE & LEGAL ACTION:**

TLC shall exist in its own right, separately from its members, and it shall continue to exist despite any change in membership and office bearers. TLC shall be able to own property and other assets. The organisation shall also be able to sue or be sued in its own name.

### **4 OBJECTIVES OF THE ORGANISATION**

The aims and objectives of TLC are:

- 4.1 to provide a refuge and holistic care of any abandoned, neglected, orphaned, abused or needy baby or child placed in its care;
- 4.2 to endeavour to find, as soon as practically possible, a permanent family home for each such baby or child, either with a member of his or her biological family or with an adoptive parent(s), and failing this, to provide for the permanent care of such child;
- 4.3 to publicise and educate the general public on the plight of such children in South Africa;
- 4.4 to train and skill its staff and volunteer workers in the general care of all babies and children in its care;
- 4.5 to network and co-operate with other similar organisations to the benefit of children in its care;
- 4.6 to strive to find and educate South Africans on adoption, foster care and other placement options with the aim of placing more TLC children in South African homes;
- 4.7 to strive to act in the best interests of each child placed in its care.

## **5 REGISTRATION AS A NON-PROFIT ORGANISATION**

TLC shall register as a non-profit organisation and shall comply with all requirements in terms of the Non-Profit Organisations Act 71 of 1997 as amended.

## **6 INCOME AND PROPERTY**

6.1 The organisation shall keep a register of all property it owns;

6.2 All income and property of the organisation shall be used solely towards the promotion of TLC's objects as set out herein. No portion thereof shall be paid or transferred, directly or indirectly, in any manner whatsoever to any person other than as remuneration paid in good faith to any officer or staff member in return for services rendered to the organisation. Such payment must be reasonable for such services rendered.

## **7 MEMBERSHIP**

7.1 The members of TLC shall be the members for the time being of the Board, the present members of which are the signatories of this Constitution;

7.2 The rights and obligations of TLC are independent of its members and ownership of its assets vests in the organisation;

7.3 Members shall not have any right, title, interest and claim, demand in or to any of the monies, property or assets of TLC. Membership does not involve any member in any personal financial liability regarding any claim or action against TLC with the exception of damages suffered by TLC due to any member's negligent, dishonest or fraudulent actions.

## **8 STRUCTURES OF THE ORGANISATION**

### **8.1 THE BOARD**

- 8.1.1 TLC shall operate under the control of the Board whose purpose is to direct the vision and development of the organisation on a strategic level, to promote the aims and objectives of the organisation and to regulate the administration of the organisation according to acceptable business practices and legal requirements;
- 8.1.2 The Board shall consist of a minimum of six members plus the Founding Director of TLC during her life time and thereafter her successor plus one other member of the Jarvis family. There shall be a maximum of 12 members;
- 8.1.3 Members shall be elected to the Board and nominations of proposed members shall be sent to the Chairperson at least fourteen days prior to the next AGM;
- 8.1.4 The Board shall be entitled to co-opt additional members and to fill a vacancy by co-option;
- 8.1.5 The Board shall elect a Chairperson, Vice-Chairperson and a secretary;
- 8.1.6 The Board shall appoint a successor to the Founding Director and shall be guided in such choice by the Founding Director's recommendation for such position. The Board shall show preference to a suitable member of the Jarvis family or failing same, another appropriate candidate;
- 8.1.7 Board members shall serve a two year term of office after which they must stand down but they may make themselves available for re-election. The Chair and Vice Chairperson shall serve a period of three years after which they must stand down but they may also be available for re-election provided that they may not hold such position for more than two successive terms.

## **8.2 EXECUTIVE MANAGEMENT COMMITTEE ("EMC")**

- 8.2.1 The EMC shall facilitate and manage the day to day administration of TLC;
- 8.2.2 The EMC shall consist of the Executive Director, the Founding Director or her successor, plus three other staff members as determined by the Executive Director and Founding Director;
- 8.2.3 The EMC shall have all powers reasonably necessary to enable it to fulfil the objectives of the organisation and to transact the usual business operations between Board meetings. It does not have the power to amend policy nor to act contrary to the constitution. The Executive Committee shall report to the Board at its meetings and it shall seek the approval of the Board regarding any purchase of immovable property or any other capital or extraordinary transaction, the cost of which is in excess of R50 000,00 (as amended by the Board from time to time).
- 8.2.4 The EMC shall also seek the approval of the Board for any transaction, initiative or practice of such a material or extraordinary nature that warrants the input and approval of the Board;
- 8.2.5 The EMC shall meet once a week and minutes shall be kept of the meeting.

## **9 MEETINGS OF THE BOARD**

### **Ordinary Meetings:**

- 9.1 The Board shall meet at least once a quarter upon at least seven days written notice to all members.
- 9.2 A quorum shall consist of 50% plus one member for a meeting of the Board. Voting shall be by show of hands and a simple majority shall be required to pass any motion apart from the amendment of the Constitution. When

required, the Chairperson shall have a casting vote in addition to his/her normal vote.

**Annual General Meeting:**

- 9.3 An Annual General Meeting ("AGM") shall be held once a year, within six months of the end of the financial year and upon fourteen days written notice to all members;
- 9.4 The Chairperson, or someone nominated by him/her, shall preside at the AGM;
- 9.5 A quorum shall consist of 50% of the members plus one;
- 9.6 The business transacted at the AGM shall include, *inter alia*, the following:
  - 9.6.1 a record of those present and apologies received;
  - 9.6.2 adoption of the previous meeting's minutes and any matters arising therefrom;
  - 9.6.3 the consideration and approval of the Chairperson's report and the Founding Director's report;
  - 9.6.4 the consideration and approval of the annual financial statements;
  - 9.6.5 the election of Board members;
  - 9.6.6 the election of the Chairperson, Vice-Chairperson and Secretary;
  - 9.6.7 the appointment of the auditors for the ensuing year; and
  - 9.6.8 any other matters of which due notice has been given.

**Special Meetings:**

- 9.7 Special meetings of the Board may be called at the request of the Chairperson or at the written request of any two Board members. One week's notice shall be given of Special meetings specifying the purpose of such meeting.

**Minutes:**

- 9.8 Minutes shall be kept of all meetings.

**10 FINANCES AND FUNDRAISING**

- 10.1 The financial year of the organisation shall be from 1 March to 28 February.
- 10.2 An auditor shall be appointed at the AGM whose duty it is to audit and check on the organisation's finances and to prepare an audited set of financial statements annually;
- 10.3 TLC shall open and operate bank account(s) in the name of the organisation and all funds received by the organisation shall be deposited therein. Any withdrawal or cheque drawn on any of the organisation's bank accounts is to be signed or authorised by two members of the EMC;
- 10.4 Proper books of account of all monies received and expended by the organisation shall be maintained;
- 10.5 The EMC shall ensure that TLC provides all relevant government and/or provincial departments with any required financial information as and when required by such departments;
- 10.6 TLC shall timeously comply with all South Africa Revenue Service tax requirements;

10.7 Fundraising by TLC may take place from any legal source within South Africa or internationally.

## **11 AMENDMENTS TO THE CONSTITUTION**

Any amendments to the constitution may be made by a simple majority of members at a meeting called for such purpose. A copy of the amendments to the constitution shall be submitted to relevant government and provincial departments.

## **12 DISPUTE RESOLUTION**

Any dispute between the members shall be referred to mediation.

## **13 DISSOLUTION**

13.1 TLC may be dissolved or reconstructed upon the approval of at least two-thirds of the members present in person at a Special General Meeting called upon one month's written notice for the purpose of considering such matter. Such notice shall clearly set out the objects of such meeting;

13.2 Any assets or funds remaining after the winding up or dissolution of the organisation and after the satisfaction of all its debts and liabilities, shall be donated to another public benefit organisation(s) which has similar objectives, is within the Republic of South Africa and which is itself exempt from income tax. The recipient organisation shall be determined by the Board.


## **14 REGISTERED ADDRESS:**


TLC'S registered address is:

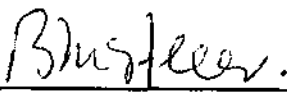
C/o The Financial Director  
Micor Limited  
Micor House  
109 Andre Greyventeyn Road  
Isando, Gauteng.


THUS APPROVED AND SIGNED AT JOHANNESBURG ON THIS THE 27 DAY OF  
November 2007.

SIGNATORIES:

  
\_\_\_\_\_  
G.T.F. Jarvis - Founding Director

  
\_\_\_\_\_  
F. McLachlan - Chairperson


  
\_\_\_\_\_  
Fr. B. McAleer

  
\_\_\_\_\_  
J. Gruneberg - Secretary

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Dr. M. Mokhachane

\_\_\_\_\_  
M. Kaplan - Vice-Chairperson

  
\_\_\_\_\_  
B. Gruneberg

  
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E.M. Cilliers