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13 Nov 2023	
CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS DEPT OF SOCIAL DEVELOPMENT	

**CONSTITUTION
OF
RETINA SOUTH AFRICA**

1. NAME

The name of the Foundation will be:

RETINA SOUTH AFRICA
(hereinafter referred to as "the Foundation")

2. AREA OF OPERATION:

The Foundation shall collect contributions and carry on business within the borders of the Republic of South Africa.

3. EXISTENCE OF THE FOUNDATION

- 3.1 The Foundation shall exist in its own right, separately from its members.
- 3.2 The Foundation will continue to exist even when its membership changes and there are different office bearers.
- 3.3 Members or office bearers of the Foundation do not have rights over assets of the organisation.
- 3.4 The Foundation will be able to own property and other possessions.
- 3.5 The Foundation will be able to sue and be sued in its own name.

4. OBJECTS

- 4.1 The Foundation is a patient-run organisation bringing treatments and cures for retinal blindness through scientific research.
- 4.2 The Foundation empowers people with low vision to be productive members of society through information-sharing, training and counselling.
- 4.3 This is made possible through various fundraising initiatives.
- 4.4 To promote awareness of retinal genetic conditions.
- 4.5 To ensure that all funds transferred abroad be used for the purposes for which they were collected and that a fair portion of the contributions collected be used in the Republic of South Africa.

13 Nov 2023

CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

- 4.6 To promote such other aims and objects as may be decided upon by the Foundation, if approved of in the same manner and by the same number of members as is required in terms of this Constitution and in any event in terms of clause 0, after which the approval of the Director of Non Profit organisations must be obtained.

- 4.7 To establish representative offices of the Foundation in areas where the Foundation operates.

5. MEMBERSHIP

- 5.1 Any interested person residing within the area of operation of the Foundation, may on application to the Foundation, and after the approval of the Management Committee and the payment of any fee that may be requested, become a member of the Foundation. A fee waiver for needy families may be applicable. The Management Committee may at its own discretion, elect honorary members and patrons to the Foundation.
- 5.2 The Management Committee shall have the decision to grant and terminate membership of members.

6. MANAGEMENT COMMITTEE

- 6.1 The affairs of the Foundation shall be controlled by a Management Committee which shall be responsible to the members to faithfully uphold the objects and tenets of this Constitution and to give a proper account of its management.
- 6.2 The Management Committee shall consist of at least 6 [six] ordinary members, which shall be elected for a period of 2 years. They shall then resign but will be eligible for re-election. These Management Committee members will be Executive Management Committee members.
- 6.3 The Management Committee shall at its first meeting after adoption of this Constitution and thereafter at each Annual General Meeting, elect a Chairman, Vice-Chairman, Secretary and Treasurer from amongst the members of the Management Committee.
- 6.4 The Management Committee shall have the power to co-opt members to the Management Committee. These co-opted members will be non- executive members with no voting rights.
- 6.5 The Management Committee shall, depending on availability of funding, have the power to employ skilled and experienced individuals in various roles as may be required, to deal with the day-to-day running of certain aspects of the foundation. Such employees shall report directly to the Management Committee, who will oversee their activities. Any employee fulfilling any role within the foundation may be called upon to attend any meeting of the Management Committee as may be required, in an ex officio capacity with no voting rights.
- 6.6 A quorum of members of the Management Committee shall be fifty percent (50%) plus one and the Management Committee shall endeavour to meet at three times per year.
- 6.7 All decisions by the Management Committee shall be made by a simple majority vote.

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13 Nov 2023

1155 DEPARTMENT OF SOCIAL DEVELOPMENT
DEPT OF SOCIAL DEVELOPMENT

6.8 Each elected member shall have a vote and the Chairman shall be entitled to a casting vote on a deadlock.

6.9 Management Committee members shall be members in good standing of the Foundation.

6.10 50% plus one of the Management Committee members must be patients affected by an inherited retinal disorder or family members of such patients.

7. POWERS OF THE MANAGEMENT COMMITTEE

7.1 To acquire goods - To purchase or otherwise acquire any movable or immovable property which is deemed necessary or useful for attaining the objects of the Foundation.

7.2 To erect buildings - To erect, maintain or alter any dwellings, buildings or structures which are necessary or convenient for the attainment of the objects of the Foundation.

7.3 To accept donations - To accept any donation of property or money for purposes of one or more of the objects of the Foundation, whether or not such donation is subject to conditions or in terms of a special trust. All donations shall be deemed irrevocable and be subject to the terms and conditions of this Constitution.

7.4 To deal in property - To manage, lease, hire, develop, pledge, mortgage, sell, donate, alienate, or otherwise dispose of or deal in any part of the property or funds of the Foundation.

7.5 To borrow money - To borrow money upon or without such security as may reasonably be required by the lender, provided that should such borrowing exceed one-half of the accumulated funds of the Foundation it shall be approved of by the members of the Foundation at a general meeting specially convened for that purpose.

7.6 To invest money - Funds available for investment may be invested only with registered financial institutions as defined in section 1 of the Financial Institutions (Investments of Funds) Act, 1984 or in the acquisition of securities listed on a licensed stock exchange as defined in The Stock Exchange Control Act, 1985.

7.7 No member of the Management Committee may have any direct or indirect interest in or benefit from any contract which the management may conclude with any person or company except where due procurement procedures have been followed, and the Management Committee votes in favour.

7.8 To carry out all other rightfully permissible administrative tasks which will assist in the achievement of the above named objects.

7.9 The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done. Members or office bearers may also be reimbursed for out of pocket expenses.

7.10 To employ persons, to determine their conditions of service and to terminate their employment and to appoint others in their place.

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13 Nov 2023

CHIEF DIRECTOR GENERAL OF NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

- 7.11 To enter into and terminate agreements which are commensurate with the objects of the Foundation.
- 7.12 To make, settle or oppose lawsuits and to appoint lawyers to represent the Foundation in such lawsuits.
- 7.13 To appoint sub-committees for the proper management of the Foundation. Such sub-committees may include persons who are not members of the Management Committee. Such sub-committees shall also be under the supervision and control of the Management Committee to whom it will be responsible.
- 7.14 To keep records of the Management Committee in which the names of the members of the Management Committee who attend such meetings are recorded.
- 7.15 To deposit all the money received by the Foundation into a banking account in the name of the Foundation.
- 7.16 To keep books of account which give an accurate reflection of the financial transactions of the Foundation, including details of all property acquired or disposed of.
- 7.17 To appoint an Auditor to audit the accounts at the end of each financial year.
- 7.18 To ensure that all payments are authorised by at least two persons authorised for this purpose by the Management Committee.
- 7.19 To ensure that no funds are collected by the Foundation for an object not appearing in the Constitution, and that no money or property is used by the Foundation for any purpose other than to further the aims and objects of the Foundation.
- 7.20 To ensure that should the services of a fundraiser be made use of for the collection of contributions, the expenses (remuneration and/or commission included) may not exceed forty percent (40%) of the total turnover of the collection.
- 7.21 To ensure that all funds transferred abroad be used for the purposes for which they were collected and that a fair portion of the contributions collected be used in the Republic of South Africa.
- 7.22 To authorise representative offices to be established and to operate in terms of the policies as determined by the Management Committee.
- 7.23 At least 50% of all gross income of the Foundation shall be reserved for the Research Fund. Gross income is defined as any funds raised by the Foundation less any direct costs associated with any fund raising projects or activities. This would exclude funds raised for specific identified projects.
- 7.24 All major Capital expenditure is to be approved by the Management Committee as defined in the Policy Guidelines.
- 7.25 The Management Committee shall make the necessary decisions to enable the Foundation to function. These decisions will be encompassed in the Policy Guidelines.

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13 Nov 2023

CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

8. HONORARY PRESIDENT

- 8.1 An Honorary President of the Foundation shall be elected at each Annual General Meeting. The term of office of the Honorary President shall only be extended to the next Annual General Meeting, but shall be available for re-election. The incoming Honorary President shall take office immediately after the meeting in which he is elected.
- 8.2 The Honorary President will have a seat on the management committee but will not be entitled to vote on that committee.
- 8.3 At the request of the Management Committee, the Honorary President shall attend meetings and conventions as the Honorary President of the Foundation.

9. BOARD OF TRUSTEES

- 9.1 The Foundation will establish and maintain a Board of Trustees. Trustees may join meetings of the Management Committee by invitation from the Management Committee. They shall not have a vote at such meetings.
 - 9.1.1 The duties of the Board of Trustees shall be to advise the Foundation on general policy direction and to monitor the financial performance of the Foundation by way of biannual report backs.
- 9.2 Obligations – The Board of Trustees shall in no way bear any responsibility for the affairs of the Foundation nor shall it be responsible to ensure the solvency of the Foundation.
- 9.3 Liability – Members of the Board of Trustees shall not in their personal capacities be held responsible for any act or default, nor answerable for loss by any banker or other person with whom monies or securities of the Foundation are deposited, invested or entrusted for safe security provided that such damage, loss or misfortune is not occasioned by their mala fides acts or their wilful default.

10. ANNUAL GENERAL MEETING (A.G.M.)

- 10.1 This is to normally take place before 30 July each year.
- 10.2 Three weeks' notice of the meeting shall be given to all members by the Secretary of the Foundation and this notice shall include a detailed Agenda and Balance Sheet and copies of the Income and Expenditure Accounts to the 31st March in that year.
- 10.3 A quorum of the AGM shall be at least 30 members including proxies.
- 10.4 Proxies may be received by the Chairman up to seven (7) days before the AGM
- 10.5 If there is no quorum present at the AGM, the meeting shall stand adjourned for at least a week and the members present at such adjourned meeting shall constitute a quorum.
- 10.6 A Nomination process shall be established whereby all members in good standing are entitled to be nominated to, or to vote for the Management Committee. This process to be included in the Policy Guidelines.

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13 Nov 2023

CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

- 10.7 An electronic voting system may be established which will be included in the Policy Guidelines.

11. SPECIAL GENERAL MEETING

A Special General Meeting shall be called by the Secretary or the Chairman if so resolved by the Management Committee, or at the request of more than one-third of the members, and in each case the notice of the meeting shall state the purpose of the meeting. All other conditions apply as for the AGM.

12. PROCEDURE TO CHANGE THE CONSTITUTION

Alterations to the Constitution may be decided on by a properly constituted Annual or Special General Meeting, provided that the proposed amendment is approved by two-thirds of the members present, and has been approved by the Management Committee and the Director of NPO's. The procedures for these meetings will apply.

13. GENERAL

- 13.1 The financial year-end of the Foundation shall be on the 31st March.
- 13.2 Liability - Members of the Management Committee shall not in their personal capacities be held responsible for any act or default, nor answerable for loss by any banker or other person with whom monies or securities of the Foundation are deposited, invested or entrusted for safe security provided that such damage, loss or misfortune is not occasioned by their mala fide acts or their wilful default.
- 13.3 No competition, contests, game, scheme arrangement or system in connection with which prize may be won shall be conducted or caused to be conducted by the Foundation unless an authority in terms of any other Act has been obtained beforehand.

14. WINDING UP

- 14.1 The Foundation can be dissolved if at least two-thirds of the members present at a Special General Meeting of the Foundation which has been called for this purpose, vote in favour of dissolution. At least twenty-one (21) days' notice must be given of such a meeting and the notice must clearly state that the question of dissolution of the Foundation and disposal of its assets will be considered. If there is no quorum present at such Special General Meeting, the meeting shall be adjourned for at least a week and the members attending such an adjourned meeting shall constitute a quorum.
- 14.2 If the Foundation has any remaining assets after all debts and other commitments have been met, these assets shall not be paid to or divided amongst the members of the Foundation, but shall be transferred to another or registered welfare organisation(s) (preferably with similar objects as the Foundation) within the Republic of South Africa as decided by the members at the Special General Meeting at which it was decided to dissolve

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13 Nov 2023

CHIEF DIRECTORATE NON-PROFIT ORGANISATIONS
DEPT OF SOCIAL DEVELOPMENT

the Foundation, provided that such organisations are themselves exempt from income tax, donations tax and estate duty.

- 14.3 In the event of the members of this particular Special General Meeting not being able to arrive at a decision concerning the disposal of the assets, the Director of Non Profit Organisations shall decide what shall be done.

We, the undersigned, hereby certify that the above is the Constitution of RETINA SOUTH AFRICA.

Signed at GERMISTON on this the 19 day of NOVEMBER 20 23


SIGNATURE
CHAIRMAN

ADDRESS

11 YUSUF GOOL CLDE,
GATESVILLE /
CAPE TOWN


SIGNATURE
SECRETARY

ADDRESS

6 Brooke Street.
FARRARMERE
Benoni