



**Springbok Relief**  
 35 Bowsprit Crescent  
 Banksia Beach  
 Bribie Island  
 QLD 4507

## **Articles of Association of Springbok Relief Inc**

### **Preamble (Version 3)**

To further the purposes set forth herein, the members agree to be, and hereby are, organized under these Articles of Association as a Not for Profit Charity service and Non-governmental Organization ('Charity') and for this entity to operate under the name, operating as; 'Springbok Relief'.

It's mission is to provide charitable support and services advocating on behalf of persecuted minority South Africans who have been discriminated against both racially and economically whilst striving to obtain sanctuary for them; free of serious daily harassment and fear of attacks, protected from cruel and barbaric action, safe from sexual violence and rape, and relief from prejudice, intimidation or degrading treatment.

The operating rules and regulations of the Association will comply with the Associations Incorporation Act of 1981 as outlined in these Articles of Association

## **I. ARTICLE I – THE ORGANIZATION**

### **1.0 Name of Association**

The registered name of this Charity shall be; Springbok Relief Incorporated.

### **2.0 Offices of Association**

2.1 The principal office of the Charity shall be at the home of the Chairman of the group. The Charity may have such other offices as may from time to time be designated by its Executive Board.

### **3.0 Purposes**

The primary purposes of this Not for Profit Charitable Association is to provide a community service and:

- A. Deliver charitable support, relief and related services on behalf of persecuted minority South Africans who have been seriously discriminated against;
  - I. free from racism,
  - II. free from systemic discriminatory employment legislation and prejudicial practices,
  - III. safe from daily harassment and fear of attacks,
  - IV. protected from cruel and barbaric action,
  - V. safe from sexual violence and rape, and
  - VI. relief from cultural / ethnic prejudice, intimidation or degrading treatment,
- B. Advocate on behalf of persecuted South African minorities.



- C. Conduct independent research and provide unbiased and reliable country-of-origin information for UNHCR Case Officers, AAT Members and associated authorities locally and internationally,
- D. Establish and maintain digital services for the benefit of its members, the public and governmental institutions in accordance with advancing its Purpose, Mission and Aim.
- E. Provide and obtain sanctuary via the UNHCR Refugee program for persecuted South African minority Asylum Seekers / Refugees,
- F. Ensure the protection and preservation of the culture, heritage through language, art, history and values of the persecuted minority.

3.1 The activities of the Association shall be held and maintained in the spirit of these purposes.

#### **4.0 Powers**

The Charity shall have all the powers necessary to engage in activities activities to conduct its purposes including, but are not limited to, the power to;

- i) The association has the powers of an individual and shall conduct operations both within the Commonwealth of Australia and internationally, in whatever form that is in the interests of the its purpose;
- ii) Collect, hold and disseminate information consistent with its purpose to governments and associated entities that is consistent with its mission of providing reliable country-of-origin information for State, Federal, Commonwealth authorities and other governments internationally, including the media;
- iii) Advocate with governments, legislative entities, organisations and charitable NGO's and the public or business that is consistent with its purpose;
- iv) Conduct information seminars and workshops,
- v) To enter into contracts, acquire, hold, manage, deal with and dispose of assets / property in whatever form for the purposes of increasing the Charity's wealth which will enable and empower it to fulfil its mandate and do other things necessary or convenient to be done in carrying out its affairs.
- vi) Make charges for services and facilities it supplies,
- vii) Conduct charitable relief operations in support of persecuted South African minorities,
- viii) Raise funds through donations from its members, the private sector or the public including but not limited to charging fees for specialist services rendered (where applicable) and
- ix) The power to collect dues from its membership and funding through grants or other sources whilst dispersing funds for the benefit of its mission, mandate and purpose.
- x) The association may take over the name, trademarks, funds and other assets and liabilities of the present unincorporated association known as Springbok Relief Charity.
- xi) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.



## 5.0 Membership

The membership classes of the association consists of Ordinary members where the number of Ordinary members is unlimited and Complementary memberships.

5.1 An application for membership must be;

- (a) in writing; and
- (b) signed by the applicant and in the form decided by the Executive Board.

5.2 Admission and rejection of new members;

(b) Any individual interested in the subject is welcome to be a member in the Charity as long as said member remains in “good standing”. A member is in “good standing” when: – the member pays his/her membership dues when required.

(b) A member is no longer in “good standing” when: – the member fails to pay his/her membership dues when required.

5.3. The Executive Board delegates the decision and evaluation process of membership to the Secretary who must evaluate all applications for membership after he / she receives;

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

5.4 The Secretary must ensure that, as soon as possible after the person applies to become a member of the association, and before the Executive Board ratify or reject the persons application, the person is advised;

(a) whether or not the association has public liability insurance and the amount of the insurance.

5.4.1 The Executive Board based on the recommendations of the Secretary must decide at their next meeting whether to accept or reject the application.

(a) If a majority of the members of the Executive Board present (or if membership determination is entirely delegated to the Secretary) at the meeting, vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(b) The Secretary must, as soon as practicable after the decision to accept or reject an application, give the applicant a written notice of the decision.

(c) The Executive Board is empowered to reject an application as it deems appropriate, taking into consideration the best interest of the organisation and such rejection has no right of appeal.

(d) If a person whose application for membership has been rejected, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

5.5 When membership ends;

- (a) A member may resign from the association by giving a written notice of resignation to the Secretary.



(b) The resignation takes effect at (i) the time the notice is received by the Secretary; or (ii) if a later time is stated in the notice—the later time.

## 5.6 Temporary suspension or Termination of membership:

If in the judgment of the majority of the members at a general members meeting, the member no longer supports the best interests of the Charity, membership may be temporarily suspended or terminated. This decision has the right of appeal.

### 5.6.1 If the member;

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 3 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

5.7 If in the judgment of the majority of the Executive Board, the member is in contravention of 5.6.1 points (a) to (d) above, and or no longer supports the best interests of the Charity, membership may be temporarily suspended or terminated. This decision by the Executive Board has no right of appeal.

### 5.8 Appeal against suspension or termination of membership by the general membership;

- (a) A person whose application for membership has been suspended, or whose membership has been terminated, may give the Secretary written notice of the persons intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a special meeting of the Executive Board to decide the appeal.

### 5.9 Executive Board meeting to decide appeal;

- (a) The meeting to decide an appeal must be held within 1 month after the Secretary receives the notice of intention to appeal.
- (b) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be suspended or the membership should not be terminated.
- (c) Also, a delegation of the members who voted for the suspension or terminated of the membership must be given a full and fair opportunity to show why the appeal should be rejected and the membership should be suspended or terminated.
- (d) An appeal must be decided by a majority vote of the Executive Board present and eligible to vote at the meeting.



**5.10 Family membership;** If a member so elects, he or she may include within his or her membership any or all of the interested parties who reside in his or her household.

(a) In addition, regardless of the number of such interested parties, any member may elect to include within his or her membership, each member of the Charity shall be entitled to only one vote on each Charity matter to be decided by a vote of the members.

(b) Furthermore, household memberships are limited to one entry into any prize drawing that require membership. Yet, at any time any member of an included household, may become a voting member by paying dues appropriate to becoming a member.

**5.11 Complementary memberships;** are extended to both students and faculty of any bona-fide institution of learning;

(a) **Honorary memberships;** may be granted to persons in key positions of authority as deemed appropriate by the Executive Board.

(b) Complementary membership fees are to be set at a reduced rate as determined by the Executive Board whilst Honorary membership shall be free of dues and fees.

**5.12 Automatic membership;** A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Executive Board, agrees to become a member of the incorporated association, will be admitted by the Executive Board.

**5.13 Register of members;**

(a) The Secretary must keep a register of members of the association and must be maintained in a digital format that is secure and 'backed up'.

(b) The register must include the following particulars for each member.

(i) the full name of the member,

(ii) the postal or residential address of the member,

(iii) the date of admission as a member and their membership classification,

(iv) the date of death or date of resignation of the member,

(v) details about the termination or reinstatement of membership,

(vi) any other particulars the Executive Board or the members at a general meeting decide.

**5.13.1** The register must be open for inspection by members of the association at all reasonable times.

(a) A member must contact the Secretary to arrange an inspection of the register.

**5.13.2** However, the Executive Board may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Board or the Secretary has reasonable grounds for believing the disclosure of the information would put the member at risk of harm and or violate their privacy in accordance with the law.

**5.14** Prohibition on use of information on register of members;



(a) A member of the association must not —

- (i) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, or commercial purposes; or
- (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious or commercial purposes.

(b) Subrule (a) does not apply if the use or disclosure of the information is approved by the association.

## **6.0 Dues, Fees, Grants, Donations and Fundraising**

The Charity's activities shall be funded through the use of annual membership dues and fees charged to the individuals who take part in the Charity's various activities. Additional income will be through service fees, donations, fundraising activities and grants, including;

- Except for any excess dues refunded as provided hereafter, all the funds collected by the Charity shall be used by it to provide for the various activities permitted by these Articles.

6.1 The Charity's activities shall be funded through fundraising initiatives including public, private and corporate donations.

6.2 The Charity's activities shall be funded through the charging of service fees for specialist services to members of the public.

6.3 The Charity's activities shall be funded through grants from state, federal authorities and institutions within the borders of Australia and beyond,

6.4 The annual membership dues required for membership in the Charity, and any assessments which may be required of the members, shall be established by a majority vote of the members of the Charity, based upon the recommendations of the Executive Board. The annual membership dues for any fiscal year shall be established per the recommendations of the Executive Board which are to be ratified annually at the members meeting.

(a) Annual membership fees are payable when, and in the way, the Treasurer, as delegated by the Executive Board, decides.

## **7.0 Fiscal Year**

The Charity shall operate with the end date of the association's financial year is 30 June in each year.

## **8.0 Funds Management and Authorities**

No individual member has the authority to obligate the Charity in any way. In doing so that member becomes personally responsible for that obligation and not the Charity.

8.1 Elected Executive Board Members may obligate the Charity per the respective limits defined in their individual 'Roles and Responsibilities contract of Agreement'.



8.2 The Executive Board in simple majority may obligate the Charity as per the needs of the Charity ensuring fiscal responsibility.

8.3 New recurring expenses must be approved by the Executive Board. Increases in existing recurring expenses do not require approval of the membership at the annual members meeting.

8.4 The Chairman and Treasurer should monitor all increases in recurring expenses.

8.5 These Articles describe the rules by which the Charity is to be governed and may be amended from time to time per Article VIII.

8.5.1 Any situation concerning the governing of this Charity which is not specifically described in these Articles shall be governed by “Robert’s Rules of Order”. In any situation in which these Articles conflict with “Robert’s Rules of Order”, these Articles shall prevail.

## **9.0 Not for Profit nature**

Springbok Relief is organized exclusively for charitable support, research and advocacy purposes. No portion of the net earnings of the Charity shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organisation shall be authorized and empowered to pay compensation for services rendered and or expenses incurred on behalf of the organisation, and to make payments and distributions in furtherance of the purposes set forth in the Article I (3.0) hereof.

## **10.0 Personal Liability**

No member, officer or director of this organisation shall be personally liable for the debts or obligations of Springbok Relief of any nature whatsoever, nor shall any of the property or assets of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

# **II. ARTICLE II – THE EXECUTIVE BOARD**

## **1.0 AUTHORITY**

The Executive Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. Note;

- (a) The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.
- (b) The Executive Board may exercise the powers of the association;
  - i. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - ii. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - iii. to purchase, redeem or pay off any securities issued; and



- iv. to borrow amounts from members and pay interest on the amounts borrowed; and
- v. acquire, hold, deal with and dispose of property and mortgage or charge the whole or part of its property; and
- vi. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- vii. to provide and pay off any securities issued; and
- viii. to invest in a way the members of the association may from time to time decide.

(c) For ARTICLE II subrule 1 (b) iv, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

(i) the financial institution for the association; or

(ii) if there is more than 1 financial institution for the association—the financial institution nominated by the Executive Board.

## 2.0 OFFICERS' DUTIES

The Executive Board (also referred to as 'The Board') is composed of the officers appointed by the Chairman. The officers are responsible for the daily operation of the Charity as described in the officers' duties.

- 1.0.1 The management of the affairs of the Charity shall be vested in an Executive Board, as defined in the Charity's bylaws. Each Officer may serve a period of 5 years and be re-appointed, unless Sub rule 3 (below) is enforced.
- 1.0.2 The Board shall comprise of five (5) officers; namely a Chairman, a Vice Chairman, Treasurer, Secretary and a Member at Large.

**2.1 CHAIRMAN** – The office of Chairman is the primary person responsible for the business operation of the Charity and presides at the regular membership meetings and the Executive Board meetings.

- He / She will have one vote on the Executive Board

- (a) In the event there is an even number of members serving on the Executive Board, the Chairman has the prerogative to cast an additional deciding vote.

2.1.1 The order listed below indicates the order of succession to the Chairman and describes the duties of each of the officers:

**2.2 VICE CHAIRMAN** – There shall be one Vice Chairman. He / She will have one vote on the Executive Board. The Vice Chairman is responsible for the performance of the Chairman's duties in the absence of the Chairman. The Vice Chairman, along with the Executive Board, is responsible for the program planning for the general membership meetings. He / She shall schedule speakers for each annual meeting and publish the planned topics and speakers' names in the newsletter one month prior to when the topic is scheduled. The Vice Chairman's are also responsible for the coordination of obtaining audio-visual materials required by the speakers.

- He / She will have one vote on the Executive Board





**2.3 TREASURER-** The Treasurer is responsible for all the funds of the Charity and for maintaining the financial records of the Charity's operations. The Treasurer provides financial reporting of all general membership and Executive Board meetings. The Treasurer shall maintain a detailed listing of Springbok Relief's membership dues records. The Treasurer shall conduct the everyday business of collecting dues and income on behalf of the Charity. The Treasurer shall publish a biannual financial statement, report to the membership and publish a summary report in a digital format for review by the membership. The Treasurer shall maintain a record which he or she shall make available for inspection within 14 calendar days of his or her receipt of a written request for such an inspection from any member or within 5 business days of a written or verbal request for such an inspection from the Executive Board.

- He / She will have one vote on the Executive Board

2.3.1. Rules pertaining to the appointment of the Treasurer are outlined in 2.4.1(b) , 2.4.1(c) , 2.4.1(d) and 2.4.2 below.

2.3.2. Rules pertaining to the removal of the Treasurer are outlined in 2.4.3 below.

2.3.3. Further details as to the financial guidelines pertaining to the association are outlined in Annexure 3.

**2.4 SECRETARY–** The Secretary is responsible for maintaining the non-financial records of the Charity's operations<sup>1</sup>. The Secretary provides meeting notes of all general membership and Executive Board meetings. These notes/minutes will be recorded in a Secretary's book and will be available (posted in the newsletter) for the general membership to review. The Secretary is also responsible for all non-financial correspondence for the Charity business activities. The Secretary shall maintain the membership records for the Charity and is responsible for and signing up new members. The Secretary may act as the Treasurers delegate (subject to the Treasurers approval) and conduct the everyday business of collecting dues.

- He / She will have one vote on the Executive Board

2.4.1 Appointment or election of Secretary;

(a) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is;

- (i) a member of the association,
- (ii) a member of the association elected by the association as Secretary, or
- (iii) appointed by the Executive Board as Secretary, or
- (iv) another person.

(b) If a vacancy happens in the office of Secretary or Treasurer, the Chairman or Vice-Chairman may perform the duties of Secretary or Treasurer as required and must ensure a Secretary or Treasurer is appointed or elected for the association within 3 months after the vacancy happens.

---

<sup>1</sup> Multiple copies have been prepared and one copy is to be provided to each member. The Secretary shall archive these organizational papers so they are available to the officers and for future officers.



(c) If the general membership or Executive Board appoints a person mentioned in subrule (2.4.1)(a)(ii) or (iii) as Secretary or Treasurer to fill a casual vacancy on the Executive Board, the person becomes a member of the Board.

(d) However, if the Executive Board appoints a person mentioned in subrule (2.4.1)(a)(iv) as Secretary or Treasurer so as to fill a casual vacancy, the person does not become a member of the Executive Board.

2.4.2 In this rule; casual vacancy, on the Executive Board, means a vacancy that happens when an elected member of the Executive Board resigns, dies or otherwise stops holding office.

#### 2.4.3 Removal of Secretary or Treasurer

(a) The Executive Board of the association may at any time remove a person appointed by the Board as the Secretary or Treasurer

(b) If the general membership removes a Secretary or Treasurer who is a person mentioned in rule (2.4.1)(a)(ii), the person does not remain a member of the Board.

(c) If the Executive Board removes a Secretary or Treasurer who is a person mentioned in rule (2.4.1)(a)(iii), and who has been appointed to a casual vacancy on the Board under rule (2.4.1)(b), the person remains a member of the Board.

**2.5 MEMBER AT LARGE** -There shall be at least one 'Member at Large' whose duties shall be deemed by the Chairman.

This Member at Large will have no executive operational authority (unless specified within his / her written appointment outlining their duties and responsibilities) however,

- He / She will have one vote on the Executive Board

2.6 Should the Chairman decide to increase or decrease the number of Members at Large, he / she may do so at their discursion, so long as there is preferably an uneven number of Executive Board members serving on the Board.

2.7 Should an uneven number of Executive Board members be appointed and serve, note sub rule Article II, 1.1 (a)

### **3. Resignation, removal or vacation of Office**

3.1 Any officer may resign their appointment by giving written notice of resignation to the Secretary.

(a) The resignation takes effect at;

(i) the time the notice is received by the Secretary; or

(ii) if a later time is stated in the notice—the later time.

3.2 Any officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining members of the Executive Board. A member has no right of appeal against the members removal from office under this rule.

3.3 Any officer may have his or her duties suspended by majority vote at the annual members meeting. A member has the right of appeal against the members removal from office under this rule.

(a) The suspended officer may request a reinstatement vote by the Executive Board, following the rules of appeal in accordance with ARTICLE I, rule 5.9.



(b) If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Executive Board must then select a successor to fill the vacant position.

3.4 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **4. Vacancies on Executive Board**

4.1 If a casual vacancy happens on the Executive Board, the continuing members of the Board may appoint another member of the association to fill the vacancy until the next annual general meeting.

4.2 The continuing members of the Executive Board may act despite a casual vacancy on the Executive Board.

4.3 However, if the number of Board members is less than the number fixed under rule 24(1) of the Act as a quorum of the Executive Board, the continuing members may act only to;

(a) increase the number of Executive Board members to the number required for a quorum; or

(b) call a general meeting of the association.

### **III. ARTICLE III – APPOINTMENTS**

3.1 The Chairman or Executive Board may select members to serve special assignments of need and do not require prior general membership approval.

3.2 Electing the Executive Board members;

(a) A member of the Executive Board may only be elected as follows—

(i) any 2 members of the association may nominate another member (the candidate) to serve as a member of the Executive Board;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and

(iii) given to the Secretary at least 1 month before the annual general meeting at which the election is to be held;

(c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive Board;

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

3.3 A person may be a candidate only if the person;

(a) is an adult; and

(b) is not ineligible to be elected as a member under section 61A of the Act.



3.4 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted online in the Members Portal of the association for at least 7 days immediately preceding the annual general meeting.

3.5 If required by the Executive Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

3.6 The Executive Board must ensure that, before a candidate is elected as a member of the Executive Board, the candidate is advised;

(a) whether or not the association has public liability insurance; and if the association has public liability insurance, the amount of the insurance.

#### **IV. ARTICLE IV – ADVISORY BOARD**

The Advisory Board is composed of the appointed members appointed by the Chairman and approved by the Executive Board.

A. The members of the advisory board positions are not appointed for a specific duration and may be replaced at any time by the Chairman with the Executive Boards approval.

B. The appointees serve as technical, legal, marketing or governance advisors and other subject matter experts to provide added expertise to the Executive Board and meet with the Executive Board at the Executive Board meeting as and when required. The positions listed above serves only as a guide to the advisory board's positions and are not limited to those positions.

B. As the appointed members of the Advisory Board serve on a volunteer capacity, their travel, subsistence and operating expenses in the interests of the association may be claimed through the Treasurer in accordance with the Charity's policy and guidelines.

##### **1.0 General Membership Meetings**

The entire membership meets annually.

1.0.1 The meetings are conducted by the Chairman or designated alternate. Meetings shall consist of programs of general interest to the membership, brief announcements, and an update on Springbok Relief business.

1.0.2 A minimum of 5 members must be present to conduct FORMAL club business.

1.0.3 Details as to the guidelines pertaining to annual general members meeting are outlined in Annexure 2.

##### **2.0 Executive Board Meetings**

The Executive Board shall be called by the Chairman as needed or as designated for purposes indicated at the General Membership Meeting by a majority vote of the membership present.

2.0.1 The Executive Board Meetings shall not be open to the general membership, unless a member receives specific invitation to attend. Executive Board Meetings and location shall be announced in advance to the Executive Board Members and any Advisory Board members, whenever possible.



2.0.2 A minimum of 3 voting members (or designated representation) must be present to conduct Springbok Relief business.

2.0.3 Details as to the guidelines pertaining to the Executive Board and related rules are outlined in Annexure 1.

## **V. ARTICLE V – NEWSLETTER / MEMBERS PORTAL**

### **1.0 Purpose**

The content of the newsletter which will be in digital format shall be under the control and responsibility of the newsletter Editor and approved by the Executive Board. Springbok Relief will endeavour to only publish articles (information) which are clear and free of legal encumbrances and copyrights.

### **2.0 Publication**

The newsletter shall be published and made available online via the Members Portal prior to the General Membership Meetings to members in good standing.

2.0.1 Anyone providing articles or notices are required to provide the information to the Editor for publication at least 14 days before scheduled publication.

## **VI. ARTICLE VI – REPRESENTATION OF THE CHARITY**

The use of the name of this Charity or its identifying symbols by any person or organization will be subject to the consent of the majority of the Executive Board.

## **VII. ARTICLE VII - AMENDMENT OF ARTICLES**

Two methods exist to propose an amendment to, addition to, or repeal of, any provision of, or all of these Articles of Association.

### **1.0 By Executive Board**

The Executive Board may propose any such change in these Articles by presenting said changes at a General Membership Meeting or may publish a notice online as and when required, to its membership informing them of an amendment to the Articles and shall allow online voting through a membership polling method.

1.0.1 The business of Online polling / voting will be conducted over a 7 day period.

### **2.0 By Members**

Any member may propose any such change in these Articles by submitting to any member of the Executive Board a petition which sets forth the proposed change and which is signed by at least 2/3 of the members at a meeting to be voted on at the next meeting.

2.0.1 The membership list of the month previous to the month in which the petition is submitted shall be used for determining the membership count.

2.0.2 Any proposed change must be published in the newsletter one month prior to the vote is due to be submitted. Approval of any amendment to, addition to, or repeal of, any provision of, or all of, these Articles of Association requires a majority of the submitted votes received from the members.



## VIII. ARTICLE VIII – DISTRIBUTION OF ASSETS

In the event that the Charity ceases to function, or in the event that the members decide to terminate it with the agreement of the Executive Board, the Executive Board shall, after paying or making provisions for the payment of all of the Charity's liabilities, distribute all of the remaining assets of the Charity to such organization or organizations the Executive Board shall select and deem appropriate which have similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

A. Further details as to the guidelines pertaining to the distribution of assets are outlined in Annexure 3.

## IX. ARTICLE IX – DEDUCTIBLE GIFT RECIPIENT STATUS

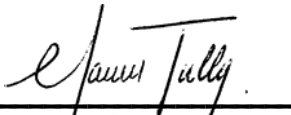
If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- a. gifts of money or property for the principal purpose of the organisation,
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation,
- c. money received by the organisation because of such gifts and contributions.

**Signed and noted on this day the 3<sup>rd</sup> of July 2019 by the founding members.**



**Founder of Organization (Mr Andrew Tully)**



**Founding Member (Mrs Karin Tully 'nee Venter')**



**Founding Member (Mrs Martinette van Heerden)**

**REF:** Articles of Association V3 07/11/2019



## Annexure 1

### A. Meetings of Executive Board

- (1) Subject to this rule, the Executive Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Executive Board must meet at least once every 4 months to exercise its functions.
- (3) The Executive Board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Executive Board.
- (5) The Executive Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Executive Board must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Executive Board meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Executive Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### B. Quorum for, and adjournment of, Executive Board meeting

- (1) At an Executive Board meeting, more than 50% of the members elected to the n as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for an Executive Board meeting called on the request of members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Executive Board meeting called other than on the request of the members of the Board—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Executive Board who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### C. Special meeting of Executive Board

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Executive Board, the Secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the Secretary receives the request.



(2) If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state;

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state;

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(5) A special meeting of the Executive Board must be held within 14 days after notice of the meeting is given to the members of the Executive Board.

#### **D. Minutes of Executive Board meetings**

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Board meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each Executive Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Board meeting, verifying their accuracy.

#### **E. Appointment of subcommittees**

(1) The Executive Board may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.

(2) A member of the subcommittee who is not a member of the Executive Board is not entitled to vote at a Executive Board meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

#### **F. Acts not affected by defects or disqualifications**

(1) An act performed by the Executive Board, a subcommittee or a person acting as a member of the Executive Board is taken to have been validly performed.

(2) Subrule (1) applies even if the act was performed when;

- (a) there was a defect in the appointment of a member of the Executive Board, subcommittee or person acting as a member of the Executive Board; or





(b) an Executive Board member, subcommittee member or person acting as a member of the Executive Board was disqualified from being a member.

### **G. Resolutions of Executive Board without meeting**

(1) A written resolution signed by each member of the Executive Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

(2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

### **H. Common seal**

(1) The Executive Board must ensure the association has a common seal.

(2) The common seal must be;

(a) kept securely by the Executive Board; and

(b) used only under the authority of the Executive Board.

(3) Each instrument to which the seal is attached must be signed by a member of the Executive Board and countersigned by;

(a) the Secretary; or

(b) another member of the Executive Board; or

(c) someone authorised by the Executive Board.

### **I. Documents**

The Executive Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

-----



## Annexure 2

### A. First annual general membership meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

### B. Subsequent annual general meetings

Each subsequent annual general meeting must be held;

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

### C. Business to be conducted – Level 1

Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the association is;

- (a) a level 1 incorporated association; or
- (b) a level 2 incorporated association to which section 59 of the Act applies; or
- (c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association;

- (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Executive Board;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### D. Business to be conducted – Level 2

Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association;

- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;



(c) electing members of the Executive Board;

(d) appointing an auditor, an accountant or an approved person for the present financial year.

### **E. Business to be conducted – Level 3**

Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;

(b) presenting the financial statement and signed statement to the meeting for adoption;

(c) electing members of the Executive Board.

### **F. Notice of general meeting**

(1) The Secretary may call a general meeting of the association.

(2) The Secretary must give at least 1 months notice of the meeting to each member of the association.

(3) If the Secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The Executive Board may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing;

(a) a meeting called to hear and decide the appeal of a person against the Executive Board's decision—

(i) to reject the person's application for membership of the association; or

(ii) to terminate the person's membership of the association;

(b) a meeting called to hear and decide a proposed special resolution of the association.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

### **G. Quorum for, and adjournment of, general meeting**

(1) The quorum for a general meeting is at least the number of members elected or appointed to the Executive Board at the close of the association's last general meeting plus 1.

(2) However, if all members of the association are members of the Executive Board, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Executive Board or the association, the meeting lapses.



(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Executive Board or the association;

(a) the meeting is to be adjourned for at least 7 days; and

(b) the Executive Board is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **H. Procedure at general meeting**

(1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) At each general meeting;

(a) the Chairman is to preside as chairperson; and

(b) if there is no Chairman or if the Vice-Chairman is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

## **I. Voting at general meeting**

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

(2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

(4) The method of voting is to be decided by the Executive Board.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.



(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **J. Special general meeting**

(1) The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after;

(a) being directed to call the meeting by the Executive Board; or

(b) being given a written request signed by;

(i) at least 33% of the number of members of the Executive Board when the request is signed; or

(ii) at least the number of ordinary members of the association equal to five (5) times the number of members of the association on the Executive Board when the request is signed plus 1; or

(c) being given a written notice of an intention to appeal against the decision of the Executive Board;

(i) to reject an application for membership; or

(ii) to suspend or terminate a person's membership.

(2) A request mentioned in subrule (1)(b) must state;

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

(3) A special general meeting must be held within 3 months after the Secretary;

(a) is directed to call the meeting by the Executive Board; or

(b) is given the written request mentioned in subrule (1)(b); or

(c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

(4) If the Secretary is unable or unwilling to call the special meeting, the Chairman must call the meeting.

## **K. Proxies**

(1) An instrument appointing a proxy must be in writing and be in the following or similar form;



## Springbok Relief Inc

### Proxy Form and power to vote for or against a resolution

I, ..... of ....., being a member of the association, appoint ..... of ..... as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the ..... day of ..... 20..... and at any adjournment of the meeting.

Signed this ..... day of ..... 20.....

### Signature

This proxy form may be used \*in favour of/\*against the following resolutions:

[ List relevant resolutions below and strike out whichever is not wanted ]

1. .... \*in favour of/\*against
2. .... \*in favour of/\*against
3. .... \*in favour of/\*against
4. .... \*in favour of/\*against
5. .... \*in favour of/\*against

(2) The instrument appointing a proxy must;

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.



(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form as outlined above.

## **L. Minutes of general meetings**

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes;

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the association, the Secretary must, within 28 days after the request is made;

(a) make the minute book for a particular general meeting available for inspection by the member in a digital or via an online format; and

(b) give the member copies of the minutes of the meeting if requested by the member in writing.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **M. By-laws**

(1) The Executive Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a two thirds majority vote of members at a general meeting of the association.

## **N. Alteration of rules**

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However, an amendment, repeal or addition is valid only if it is registered by the Chairman of the Executive Board.

-----



## Annexure 3

### A. Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Executive Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by electronic funds transfer, or
  - (a) if by cheque, see point 5 below.
- (5) If a payment of more than \$1000 is made by cheque, the cheque must be signed by any 2 of the following;
  - (a) the Chairman or Vice Chairperson;
  - (b) the Secretary;
  - (c) the Treasurer;
- (d) any 1 of 3 other members of the association who have been authorised by the Executive Board to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the Chairman or Vice Chairman, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Executive Board must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at an Executive Board meeting.

### B. General financial matters

- (1) On behalf of the Executive Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income of the association must be used solely in promoting the association's objects and exercising the association's powers.

### C. Remuneration Committee

- (1) A Remuneration Committee shall be established comprising one member of the Executive Board and two members from the Advisory Board and shall be called by the Chairman as needed or as designated for purposes of defining appropriate remuneration packages for members of the Executive Board and for employees.





(2) A member of the Executive Board shall be entitled to provide 3<sup>rd</sup> party specialist services to Springbok Relief at a market related fee.

(3) A member of the Advisory Board may be employed by the Charity in a full / part time or ad-hoc capacity and shall receive remuneration in accordance with the policies and grades defined by the Remuneration Committee in alignment with the nature, roles and responsibilities of the position the employee is appointed.

(4) A member of Springbok Relief may be employed by the Charity in a full / part time or ad-hoc capacity and shall receive remuneration in accordance with the policies and grades defined by the Remuneration Committee in alignment with the nature, roles and responsibilities of the position the employee is appointed.

#### **D. Distribution of surplus assets to another entity**

(1) This rule applies if the association;

(a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity;

(a) having objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(c) Any assets not distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Charity is then located, or was most recently located if the Charity has ceased to function, to such organization or organizations which said Court shall select.

(4) In this rule— surplus assets see section 92(3) of the Act which supersede C (3) (c) should it contradict the Act.

#### **D. Establishment Loan accounts of the Founding Members**

1) The unincorporated association 'Springbok Relief Charity' has been established by its founding members and each member shall be re-imbrued for their expenses and services associated with the establishment of both the unincorporated association and the incorporated association;

(a) Such liabilities are recorded per the individuals 'Founding Members loan account',

(b) Reimbursements in favour of the 'Founding Members' shall be made at the earliest opportunity as defined by the Executive Board within its first financial year of operation.

-----

