



**THE
AMOST BETTER LIFE
FOUNDATION**

(ABLF)

CONSTITUTION

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1. NAME

- 1.1 The name of this association is the Amost Better Life Foundation, hereafter referred to as the “Foundation”.
- 1.2 The acronym and shortened name of this association is “ABLF”.

2. INTERPRETATION

In the interpretation of the terms of this constitution and unless the subject or context otherwise requires, each of the following words and expressions shall have the meaning stated opposite it:

- 2.1 “The Foundation” shall mean the body corporate created in terms of this constitution.
- 2.2 “The Fund” shall mean the fund of assets being the property of the Foundation, referred to in 5.
- 2.3 “Founding members” shall mean members that are signatories to this constitution.
- 2.4 “The Board” shall mean the board of trustees of the Foundation as constituted in terms of 8.1.
- 2.5 “Office” shall mean the headquarters and administrative office of the Foundation as determined and established by the board from time to time.

3. LEGAL PERSONALITY

This Foundation –

- 3.1 is a body corporate, and as such

- 3.1.1 it has been perpetual succession continuing as a legal persona notwithstanding changes of membership within it;
- 3.1.2 it shall be entitled to acquire and own property of every nature and description, distinct and separate from its members;
- 3.1.3 it shall be entitled to sue and/or be sued in its own name as an entity separate from its members;
- 3.1.4 its members shall have no liability for its debts and/or undertakings;
- 3.2 shall not carry on business which has as its object the acquisition of gain for itself or any of its members.

4. OBJECTS

The sole and principal object of the Foundation is to provide for:

- 4.1
- 4.1 The care or counseling of, or the provision of education programmes relating to, abandoned, abused, neglected, orphaned or homeless children.
- 4.2 The care or counseling of poor and needy persons and persons in distress.
- 4.3 The care or counseling of, or the provision of education programmes relating to, physically or mentally abused and traumatized persons.
- 4.4 The promotion or protection of family stability.
- 4.5 Community development for poor and needy persons and anti-poverty initiatives, including the promotion of community-based projects relating to self-help, empowerment, capacity building, skills development or anti-poverty and the provision of training, support or assistance to the above mentioned community-based projects.
- 4.6 The provision of health care services to poor and needy persons.

- 4.7 The care or counseling of terminally ill persons or persons with a severe physical or mental disability, and the counseling of their families in this regard.
- 4.8 The provision of legal services for poor and needy persons.
- 4.9 The training for unemployed persons with the purpose of enabling them to obtain employment.
- 4.10 The training or education of persons with a severe physical or mental disability.

5. THE FUND

The Fund of assets (being the property of the Foundation), which shall be utilized by the Foundation in the attainment of the objects specified in 4, shall be:

- 5.1 all sums of money, property or assets donated, given or bequeathed to the Foundation for the purposes of the Foundation; and all investments at any time representing the same or any part thereof; and
- 5.2 all investments and property and unexpended income of which the Foundation may from time to time stand possessed.

6. POWERS

- 6.1 The Foundation has the power to do all such things as may be necessary to conduct its business in the attainment of its objects referred to in 4.
- 6.2 Without derogating from the generality of the Foundation's powers as stated in 6.1, those powers shall include the power:
 - 6.2.1 to administer and apply the Fund and the income thereof;
 - 6.2.2 to retain the Fund or any portion thereof in its then form and from time to time to realise, transpose, re-invest or otherwise deal with the fund or any portion thereof as it may in its sole and absolute discretion determine;

- 6.2.3 to add to the Fund by accepting additions thereto which may be made by donations or any other means;
- 6.2.4 to invest and re-invest the assets comprising the Fund in such manner as it may deem fit with AAA rated financial institutions or in movable or immovable property;
- 6.2.5 To borrow for any purposes of the Foundation or the administration thereof from time to time such sums of money on such terms and conditions as it may consider fit with power from time to time to consent to any variations or alterations of the terms of any such loan and to mortgage or pledge either generally or specially any of its assets constituting a portion of the Fund and to make, sign and execute and cause to be registered such mortgage bonds, or deeds of hypothecation as may be require, and if considered fit to borrow afresh on security or otherwise for the purpose of repaying any such loan, mortgage or pledge;
- 6.2.6 Insofar as any immovable property may form portion of the Fund, from time to time, to exchange, sell, lease or otherwise deal with such immovable property or any portion thereof and grant the rights to prospect or to acquire the same or servitudes or other rights thereover or in respect thereof on such terms and conditions as it may consider fit and repair from time to time any buildings thereon or erect such buildings and effect such improvements thereon that it considers fit;
- 6.2.7 Whenever effecting any sale of any assets constituting a portion of the Fund, to grant credit in respect of the whole or any portion of the purchase price, with or without security and with or without interest;
- 6.2.8 To establish and maintain such headquarters and administrative offices as it may deem necessary for the proper administration of its affairs and business, and to employ the requisite staff and personnel for such purposes.
- 6.3 The income, and the capital if deemed necessary, of the Fund may be applied by the Foundation for the attainment of its objects set out in 4.

7. MEMBERSHIP

- 7.1 The members of the Foundation shall be:

- 7.1.1 The founding members of the Foundation.
- 7.1.2 Any person who donated any funds or assets to the Foundation and who provided the Foundation with his/her full name, address and contact details; whose membership will cease two years after date of donation.
- 7.2 A person shall automatically cease to be a member of the Foundation upon:
 - 7.2.1 his death; or
 - 7.2.2 his insolvency or other legal disability; or
 - 7.2.3 the acceptance by the board of his written resignation as such; or
 - 7.2.4 the passing of a resolution by the board terminating his membership; or
 - 7.2.5 the termination of his membership as a result of the expiration of his period of office as member according to his terms of appointment.

8. TRUSTEES

- 8.1 The trustees of the Foundation shall:
 - 8.1.1 be the Founding members referred to in 7.1.1;
 - 8.1.2 be any of the members of the Foundation referred to in 7.1.2 as elected by the Founding Members.
 - 8.1.3 constitute the Board of Trustees in which the management of the Foundation vests in terms of 9. The Board of Trustees therefore constitutes the Management Committee.
- 8.2 The trustees may be paid all travelling, subsistence, and other expenses properly incurred by them in the execution of their duties in or about the business of the Foundation and which are authorised or approved by the Board.

9. POWERS AND DUTIES OF THE BOARD

- 9.1 The management of the business of the Foundation shall ultimately be vested in the board, which board may appoint an executive manager who will administer the affairs of the Foundation on a day-to-day basis. The executive manager may also be a trustee.
- 9.2 The income of, and if and when deemed proper and necessary, a portion of the capital of the Fund shall be applied by the board for the objects set out in 4.
- 9.3 The generality of the powers conferred on the board in 8.1 shall not be limited or restricted by any special power or authority granted to it elsewhere in this constitution.
- 9.4 The board may delegate any of its powers to persons and or committees consisting of members of its body on such terms and conditions as it may deem fit and may, from time to time, vary or cancel any such delegation.
- 9.5 The board may create advisory committees consisting of members of its body or any other persons on such terms and conditions as it may deem fit and may, from time to time, vary or cancel any such delegation.
- 9.6 The board may:
 - 9.6.1 exercise from time to time all the powers of the Foundation to borrow money;
 - 9.6.2 secure the payment of any amounts so borrowed or for which the Foundation or a third party is liable for any reason whatsoever, in the manner and on the terms and conditions which it deems fit;
 - 9.6.3 formulate by-laws and other rules and regulations it deems necessary for proper management.
- 9.7 The Board shall:
 - 9.7.1 facilitate an application to register as Public Benefit Organisation (PBO) with the Department of Social Development;
 - 9.7.2 facilitate the lodging of an application with the Commissioner of the South African Revenue Services (SARS) to obtain tax exemption for the

- 9.7.3 adhere to all reporting requirements as required by the Commissioner of SARS;
- 9.7.4 submit any amendment to the Constitution to the Commissioner of SARS for approval.
- 9.8 No trustee shall be disqualified by his office from contracting with the Foundation, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Foundation in which any trustee is in any way interested, be liable to be avoided.
- 9.9 No trustee so contracting with the Foundation or being so interested in any contract or arrangement entered into by or on behalf of the Foundation shall be liable to account to the Foundation for any profit or other benefit realised from any such contract or arrangement by reason of his being a trustee or of the fiduciary relationship thereby established.

10. DISQUALIFICATION OF TRUSTEES

A trustee shall *ipso facto* cease to be a trustee if his membership of the Foundation terminates in terms of point 7.

11. PROCEEDINGS OF THE BOARD

- 11.1 The trustees may:
 - 11.1.1 meet and adjourn, or otherwise regulate their meetings as they think fit and any trustee shall be entitled to or request the chairperson to convene a meeting of the board;
 - 11.1.2 determine what notice shall be given of their meetings and the means of giving that notice.
- 11.2 The quorum necessary for the transaction of business at a meeting of the board shall be two trustees.

- 11.3 The board shall meet at least twice a year.
- 11.4 The trustees may elect a chairperson of the board and determine the period for which he/she is to hold office. If a chairperson is not elected or is not present within ten minutes after the appointed time for holding any meeting of the board, the trustees present at that meeting shall choose one of their number to be chairperson of the meeting.
- 11.4.1 Any question arising at a meeting of the board shall be decided by a majority of the votes cast on it;
- 11.4.2 The chairperson of a meeting of the board shall have a casting vote in the event of an equality of votes cast on any question arising at a meeting of the board or on a written resolution in terms of 11.5.
- 11.4.3 A written resolution signed by not less than the number of trustees required for a quorum for a meeting of such trustees and inserted in the minutes, shall be as valid and effective as if it had been passed at a meeting of the board properly convened and held;
- 11.5. Any such resolution may consist of several documents, each of which is signed by one or more trustees and shall be deemed to have been passed on the date on which it was signed by the last trustee who signed it, unless a statement to the contrary is made in that resolution.
- 11.6 The board shall hold an annual general meeting within six months after the end of the financial year of the Foundation; the board shall determine what notice shall be given of this meeting and the means of giving that notice; the board shall determine what matters shall be dealt with at the annual general meeting.

12. EXECUTIVE MANAGER AND STAFF

- 12.1 An executive manager may be appointed by the Foundation.
- 12.2 The executive manager and staff shall attend to such administrative, accounting and training functions of the Foundation as may be delegated to them by the board from time to time.

13. FINANCIAL YEAR

The financial year of the Foundation shall be **28 February** of each year.

14. BOOKS OF ACCOUNT AND BANKING ACCOUNT

The board shall ensure that:

- 14.1 proper books of account and accounting vouchers are kept of the transactions of the Foundation;
- 14.2 all monies paid to the Foundation shall immediately after receipt be deposited with such bank in such banking account in the name of the Foundation as the board may decide and shall be withdrawn there from, from time to time as may be required;
- 14.3 all cheques or other documents howsoever, in relation to the operation of such banking account by or on behalf of the Foundation shall be signed or endorsed by at least two trustees authorised thereto by the board from time to time; all electronic transfers from such bank account shall be authorised by two trustees authorised thereto by the board from time to time.
- 14.4 the books referred to in 14.1 are audited annually as at the end of the Foundation's financial year by auditors appointed by the board, which auditors may also prepare:
 - 14.4.1 a balance sheet of the affairs of the Foundation at that date each year;
 - 14.4.2 an income and expenditure account for the activities of the Foundation for the period ending on that date in each year;
 - 14.4.3 those books, vouchers, balance sheets and income and expenditure accounts are kept at the Foundation's office and are available for inspection by members of the Foundation at all reasonable times taking into account the availability of the trustees and or the executive manager.

15. MINUTES

The board shall ensure that minutes of the proceedings at meetings of the board:

- 15.1 are duly prepared and kept ;
- 15.2 are circulated to all trustees; and
- 15.3 are made available to members after receipt of a written request.

16. LITIGATION

- 16.1 The Foundation shall have full power and capacity to sue and be sued in any court of law;
- 16.2 The board shall be entitled to appoint attorneys, counsel and such other legal advisors as it may deem fit to represent and act for the Foundation in any action referred to in 16.1.

17. INDEMNITY

- 17.1 None of the trustees shall be answerable for or liable to make good any loss occasioned to or sustained by the Foundation from whatsoever cause arising save and except such loss as shall arise from or be occasioned by their personal wilful dishonesty;
- 17.2 The trustees are hereby indemnified by the Foundation from all claims and demands of whatsoever nature that may be made upon them arising out of the exercise or purported exercise of any of the powers conferred upon them hereunder or arising out of or in connection with the management of the Foundation's affairs.

18. LIABILITY OF MEMBERS AND TRUSTEES

The members and trustees of the Foundation shall have no liability for the debts and undertakings of the Foundation.

19. AMENDMENT OF THIS CONSTITUTION

This constitution may be amended in any manner by a resolution passed by a two-thirds (2/3) majority of trustees present and entitled to vote at a duly constituted meeting of the board.

20. WINDING-UP

20.1 The Foundation may be dissolved and wound up if, at a meeting of the board, specially convened for this purpose, a resolution is passed by a two-thirds (2/3) of the trustees present and entitled to vote at such a duly constituted meeting of the board to the effect that the Foundation be dissolved.

20.2 Should the Foundation be terminated and wound up in terms of 20.1, the assets remaining after payment of the debts and liabilities of the Foundation and the cost of termination and winding up, shall be given and/or transferred to another association or institution having objects similar to the objects of the Foundation and also exempt from income tax which will be determined by:

20.2.1 the board at or before the time of termination;

20.2.2 or failing such determination, by the Court.

21. ASSOCIATION CLAUSE

We, the several persons, being the proposed founding members, the proposed executive appointees and the proposed Council appointees referred to in 7, whose full names, addresses and signatures are hereto subscribed, do hereby:

21.1 constitute and bring into being the Foundation in terms of this constitution;

21.2 agree to be the founding members and trustees of the Foundation.

PARTICULARS OF FOUNDING MEMBERS

Full names **Isabel Wagner**
Title Mrs
ID No: 6101090011081

Address PO Box 1663
 Garsfontein East
 0060

Date : 03 November 2008

Signature :

Full names Juergen Dieter Gloeck
Title Prof
ID No: 5602225006087

Address PO Box 36867
 Menlo Park
 0102

Date : 03 November 2008

Signature :