



Reg No: 2016/087866/08

Income Tax No 957 870 2178

Ogle.foundation.npc@gmail.com

Fax: 086 205 5507

Cell: 076 313 2247

Office: 011 026 1888

NPO Development Forum

NPO Excellence Award

NPO Fundraising

FOUNDATION STRATEGIC FOCUS

- To fulfil the dreams of Patty Ogle to give back to the community by strategically funding non-profits organizations, activities and projects that directly improve the lives of the citizens in South African.
- Promote the overall economic prosperity of South Africans by investing in key infrastructural components like commerce, public works, and education along with other special projects that encourage community growth;
- Human Needs: Strengthen the physical and mental well-being of the citizens while assisting those in the greatest of need;
- Regionalism: Foster regional awareness and promote activities that accentuate
- Cross-regional cooperation between the people, organizations and non-profits entities;
- Preservation: Stress the importance of preserving the artistic, historical and cultural heritage of our community for future generations

When evaluating the impact of funding requests, the Foundation looks for opportunities where funds can have the greatest influence while remaining true to our Mission and Vision. The Foundation weighs each fund request on the basis of how well the requesting organization accomplishes one or more of the following factors (not in order of any importance):

- Fills a large void or need in the community that is not being served today by any other organization in the region
- Serves a larger constituency base than the organization currently serves today
- Increases the efficiency or streamlines operations while reducing operating expenses of the requesting organization
- Diversifies and/or increases sources of income than exists today including the matching of other grant opportunities
- Assists in the coordination of activities between two or more organizations, including merger
or the sharing of resources where operational synergies exist
- Promotes the formulation of creative solutions and innovative problem solving or replicates proven “best in industry” strategies to the issues being addressed
- Creates a significant and positive change in the structural foundation whereby an entity can become self-sufficient or with very limited assistance now or in the very near future.

SECTION A

Ogle Foundation NPC CONSTITUTION

- (a) This Constitution shall super cede any other document that regulates the conduct of members, their relationship or purports to confer authority to Ogle Foundation NPC or any structure falling under or formed by Ogle Foundation.
- (b) This Constitution shall bind the Board and all other structures established by Ogle Foundation Non Profit Company.

SECTION B

PREAMBLE

Ogle Foundation is a non-profit, voluntary Company committed to providing a platform for the inspiration and empowerment of NPO's in South Africa and beyond through promoting opportunities to support, connect and grow women, NPO's in, through lobbying, mentoring, networking, strategic alliances, and developing and recognizing excellence in NPO development.

Ogle Foundation aims to be a united, non-racial and non – sexist company that helps NPO's to create connections on multiple dimensions - personal, professional and business - throughout their career. It also creates opportunities for unemployed and vulnerable people to re gain their dignity.

As a Non Profit Company with regional branches, it also provides local and national forums where members can exchange ideas, be informed about topical issues and create business opportunities.

It acts as a lobby group for NPO issues, highlighting and publicizing not only the barriers that may still exist but also the many opportunities available in South Africa today.

Through strategic partnerships with sponsors, other non-profit organizations, leading companies and business schools, it provides on-going events and opportunities to advance the interests and needs of NPO's

Ogle Foundation commits itself to the economic empowerment of NPO's in line with the principles espoused in South Africa's transformation agenda.

Now therefore the members bind themselves to the provisions of this Constitution as follows:

1. INTERPRETATION

In this Constitution, unless the context otherwise requires:-

- 1.1 **"the Act"** means the Non Profit Company Act 71 of 2008 and the regulations published thereunder;
- 1.2 **"Ogle Foundation"** is Non Profit Company, a voluntary foundation constituted in terms hereof;
- 1.3 **"Branch"** means a duly constituted branch of the Foundation;
- 1.4 **"Branch Chair"** means the person duly elected by a Branch Committee to head same;

- 1.5 **“Branch Committee”** means the committee of a Branch elected by the members of a region to run the Branch;
- 1.6 **“Board”** means the Board of Directors appointed to manage the affairs of the Foundation;
- 1.7 **“Board Charter”** means the document containing the codes of conduct and terms of reference for the Board;

“Businesswoman” means an individual professional woman or a woman who owns and or manages the organisation;

“OFNPOEA” means the Ogle Foundation NPO Excellence Awards!!! The award will be presented to a high performing non-profit whose programmes and services set high standard of quality in creating a meaningful society

- 1.8 **“the Constitution”** means this subsisting and duly adopted constitution of the Foundation;
- 1.9 **“Co-Opted Board Member”** means a board member appointed by the President
- 1.10 **“Chief Executive Officer (CEO)”** means the individual who is appointed by the Foundation to fulfill the duties of the foundation
- 1.11 **“Operations Committee”** means the committee tasked with the day to day management of Branch issues comprising the Branch Chairs, the Chief Executive Officer and chaired by the Vice President;
- 1.12 Words in the singular number shall include the plural and vice versa;
- 1.13 Words importing the masculine gender shall include males;
- 1.14 Words importing persons shall include created entities (corporate or not);
- 1.15 Where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;
- 1.16 Expressions defined in this Constitution shall bear the same meanings in schedules or annexure to this Constitution, which do not themselves, contain their own definitions;
- 1.17 When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

SECTION C

1. NAME

The official name is Ogle Foundation NPC (“OF”).

2. VISION

Ogle Foundation’s vision is to provide “A platform for inspiration and empowerment of NPO’s”

3. VALUES

OF subscribes to the following values:

- Professionalism
- Integrity
- Empathy
- Accountability
- Commitment
- Success
- Respect
- Passion

4. MISSION

Ogle Foundation is established to promote opportunities that would support, connect and grow NPO’s through lobbying, mentoring, networking, strategic alliances, developing and recognising excellence.

5. OBJECTIVES

Ogle Foundation will perform its mission through strategic alliances, networking mentoring, lobbying, developing and recognising excellence in NPO, in particular in the following manner:

- 5.1. Provide a forum for the interchange of ideas and experience among NPO’s;
- 5.2. Provide information on topical issues and moral support for members;
- 5.3. Assist and provide bursaries for deserving women to study at recognised business schools and empower them to assume positions of responsibility in their respective organisations;
- 5.4. Host the annual NPO excellence Award banquet;
- 5.5. Host the Regional NPO’s Achiever Awards;
- 5.6. Explore and Develop the NPO’s;
- 5.7. Organise a mentorship programme for NPO’s;
- 5.8. Develop additional programmes towards achieving its vision and mission as and when they are required.

6. LEGAL STATUS

7. Ogle Foundation NPC shall be a voluntary company

- 7.1. Ogle Foundation shall fundraise on behalf of Non Profit Organisations, that are affiliated, to the foundation, throughout SA
- 7.2. Ogle Foundation NPC is a public character established not for gain, with corporate personality and perpetual succession.
- 7.3. No member shall have any right to the assets and the liability of the members shall be limited to the amount of their unpaid subscription, if any.
- 7.4. Ogle Foundation NPC may sue and be sued in its own name.

8. MEMBERS

- 8.1. Members shall be the persons recorded as such in the register, as described in one of the clauses specified in this Constitution, who have been accepted and paid their membership subscription to Ogle Foundation.
- 8.2. There shall be five (5) categories of membership, namely, Full, Corporate, Group, Honorary and Life.

9. FULL MEMBERSHIP

- 9.1. Branch Committees may grant Full Membership to a person who, in the opinion of the Branch Committee:
 - 9.1.1. is a organization founder owner who has been in existence for at least three (3) years;
 - 9.1.2. holds a senior executive position in the organization or drop in Centre;
 - 9.1.3. is a budding entrepreneur;
 - 9.1.4. holds a position in the public or private sector, whether in a profession, government, non-governmental organizations, welfare or politics;
 - 9.1.5. is recognized as a leader in her field; or
 - 9.1.6. has contributed to the advancement of women in the community.
- 9.2. A Full Member shall have one vote.

10. CORPORATE MEMBERSHIP

The Board may grant Corporate Membership to a corporation that, in the opinion of the Board, subscribes to the object and is willing to provide revenue, educational information and help to advance Ogle Foundation in the community. The terms and conditions, period of membership and fees shall be decided from time to time by the Board.

11. GROUP MEMBERSHIP

- 11.1. The Board may grant Group Membership to a Corporate which, in the opinion of the Board, enjoys special dispensation in relation to membership fees.
- 11.2. These fees will be reviewed annually and will cover a specific number of women from the said Organization.

12. HONORARY MEMBERSHIP

The Board may grant Honorary membership for such period as it deems fit to persons of distinction who have made significant contributions to the objectives of the Association. Honorary members shall have no voting rights and need not pay fees.

13. LIFE MEMBERSHIP

Upon leaving office at the completion of her full term of office, the Board may grant Life Membership to the retiring President and Vice President. A Life member shall have 1 (one) vote in her capacity as a Life Member and need not pay fees. If she continues to belong to another class of members, she may exercise the rights which may be attached to that class.

14. ENTREPRENEURIAL DEVELOPMENT

Ogle Foundation shall pay particular attention to Non-Profit Organization in South Africa. The Board may initiate strategies to fulfill this intention.

15. REGISTER OF MEMBERS

- 15.1. Each Branch shall keep a register of the names and particulars of their members. Each member must make sure that the register has the correct information in the prescribed form, at all times.
- 15.2. Each Branch must provide the Board with up to date records of Branch membership as and when required, and the records kept by the Board shall be deemed to be correct for the purposes of the Board business. The Branch members shall be the members recorded as such by the Board in the Register of Members.
- 15.3. Members may inspect the Board Register and a Branch Register at a convenient time, by arrangement.

16. APPLICATION FOR MEMBERSHIP

- 16.1. A person wishing to become a member must complete the prescribed form and submit it to the local Branch whereupon the Branch Committee will ratify the application.
- 16.2. A member must be registered with a Branch in the area in which she resides or conducts business where a Branch exists. .
- 16.3. When recorded in the Register, the member shall enjoy all the rights and shall be subject to all obligations of membership.
- 16.4. A member may transfer her membership from one Branch to another.
- 16.5. Each member by virtue of her application is deemed to have agreed to be bound by this Constitution.
- 16.6. The Board may invite any person to become a member, whereupon such person shall enjoy the rights and obligations of membership.

17. TERMINATION OF MEMBERSHIP

Membership shall terminate when the Board has recorded in the Register that membership has been terminated after any one of the following events:

- 17.1. if in the opinion of the Board, after sending a letter of enquiry to the member, the member no longer meets the requirements for Full membership or for any other reason the Board may at any time remove a member's name from the Register. The Board may review membership and the Board, in consultation with a Branch, shall decide whether the member still meets the criteria for membership, or whether membership shall be terminated.
- 17.2. when the member herself or her Branch informs the Board in writing of her resignation and the Branch has recorded the resignation. No portion of any dues paid shall be refunded to the resigned member.

- 17.3. when the Board decides to terminate the membership because the member has not paid monies due by her, or has failed to ensure that her correct particulars are in the Register for 6 months (e.g. after one letter has been returned by the post office); or
- 17.4. if the member would be disqualified to hold office as a director in terms of the Companies Act on the basis of misconduct, or for any other reason that the Board in its discretion may deem appropriate.

18. MEMBERSHIP FEES

The Board shall decide what entrance fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members determined by the Board from time to time.

19. STRUCTURE OF THE OGLE FOUNDATION MANAGEMENT

Ogle Foundation management shall consist of the following:

- 19.1. The Board and its sub-committees;
- 19.2. The Branch Committees;
- 19.3. Any other committee or sub-committee that may be constituted by the Board or Branch committees from time to time.

20. THE BOARD

- 20.1. **The Board shall consist of a maximum of eight (8) members and shall be constituted as follows:**
 - 20.1.1. the President.
 - 20.1.2. the Vice President;
 - 20.1.3. 2 (two) representatives elected by the Operations Committee ;
 - 20.1.4. five (5) Co-opted members who, by virtue of their expertise, experience and interest in the objects of Ogle Foundation may be appointed by the President.
 - 20.1.5. The CEO, Company Secretary and Treasurer who are ex officio members of the Board without a vote and appointed by the Board members not necessarily from amongst their number. Where an existing Board member is appointed to one of these roles, a replacement member must be sought.
- 20.2. The term of office of a Board member shall be three years.
- 20.3. A Board member may not serve more than two consecutive terms on the Board.
- 20.4. No board member shall be paid remuneration for her services. The members, may, however be reimbursed for their travelling and other expenses incurred by them in the execution of their duties when such occur out of the province in which they reside.

21. POWERS AND DUTIES OF THE BOARD

21.1. The President

- 21.1.1. The President convenes and chairs the meetings of the Board and the Annual General Meeting;
- 21.1.2. Enforces compliance with the provisions of the Constitution of Ogle Foundation and the Board Charter;
- 21.1.3. Signs the minutes of meetings after confirmation;
- 21.1.4. Generally exercises supervision over the affairs of Ogle Foundation;
- 21.1.5. Prepares a comprehensive annual report on the activities of Ogle Foundation. Such report shall represent all her activities which took place during her tenure in office;

21.1.6. Generally performs such other duties as by usage and custom pertain to her office.

21.2. **The Vice – President**

21.2.1. The Board members shall appoint the Vice President from one of their number.

21.2.2. The Vice –President shall assume the role of acting President in the absence or incapacitation of the President or by assignment of the President or the Board.

21.2.3. The Vice President shall support the President in the execution of her duties.

21.3. **The Board**

21.3.1. **The Board shall, subject to the provisions of this constitution:**

20.3.1.1 appoint the Chief Executive Officer in accordance with the provisions.

20.3.1.2 appoint the Ex Officio Board members

20.3.1.3 shall act in good faith and discharge its fiduciary duties with the utmost skill and care.

20.3.1.4 Formulate policy and give strategic direction to the Association.

20.3.1.5 transact such other business as it may deem necessary or appropriate.

20.3.1.6 collect funds by any lawful fund-raising methods for carrying out the established. the aims for which Ogle Foundation is

20.3.1.7 ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the Annual General Meeting.

20.3.1.8 amend this Constitution and ensure that all amendments made to the Constitution are duly adopted.

20.3.1.9 generally do all things it may deem necessary to ensure that Ogle Foundation achieves the objects and is run ethically and effectively and in the public interest as per the Board Charter.

22. **INTERESTS OF BOARD MEMBERS TO BE DECLARED**

No Board member shall be disqualified by virtue of her office from contracting with Ogle Foundation, whether as a vendor or otherwise. The Board member shall declare full details of her interest to the Board or Branch committee prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

23. **BOARD MEETINGS**

23.1. The Board shall meet at least four (4) times each year.

23.2. The Board shall, at one of the four meetings, convene a special meeting which shall be regarded as the Annual Meeting of the Board.

23.3. The President, in consultation with the Executive Committee, may convene additional meetings of the Board if she deems it necessary to do so.

23.4. The quorum at any meeting shall be sixty (60%) percent.

23.5. The CEO shall supply a copy of the board pack and agenda to each member at least one week prior to a meeting.

23.6. A meeting may be adjourned and postponed to a date to be determined by the members present, if within one and a half hours after the time appointed for a meeting a quorum

23.7. If there's no quorum, the meeting must reconvene within 21 days of the original date. If there is still no quorum, the meeting proceeds and decisions made there shall be binding.

23.8. Voting shall be by simple majority and on show of hands. The President of the Board shall have a casting vote in the case of an equality of votes on an issue.

24. **ELECTION OF BOARD**

24.1. The 2 members of the Operations Committee to represent the Branches on the Board shall be elected by the Operations Committee immediately after the AGM of the Ogle Foundation for the ensuing year.

- 24.2. Nominations for the candidates to be elected by the President in accordance with the provisions] shall be presented to the Board, with motivations, and shall be approved by simple majority of the Board.

25. TERMINATION OF BOARD MEMBERSHIP

25.1. Membership of Board shall terminate as follows:

- 25.1.1. on expiry of the member's term of office or on termination of her membership of Ogle Foundation, or in the case of a Branch Chairperson, when the Branch appoints another Chairperson, or
 - 25.1.2. by written resignation delivered to the Board, or
 - 25.1.3. if any member has not come to three successive meetings and has not apologised or given a good excuse, accepted by the Board, unless the Board condones the absence: In the case of the Operations Committee representative, the Board shall inform the Operations Committee, and ask it to appoint a substitute.
 - 25.1.4. if a member is guilty of any serious, misconduct or deliberate negligence in the discharge of her duties in accordance with any provisions of this Constitution.
 - 25.1.5. if a member has behaved in a manner that, in the discretion of the Board, has placed Ogle Foundation's standing into disrepute.
- 25.2. The President, Vice President or any other Board member may be removed from office for the above, or for any other reasons by the decision of two-thirds (2/3) vote of Board personally present at a meeting. The notice of the meeting must state that such a proposal is on the agenda, and the officer or member must be allowed to address the Board at a meeting if she so wishes.

26. OFFICE BEARERS

- 26.1. The Board shall meet as soon as possible after each AGM to appoint the, Vice President, Treasurer, the Company Secretary and any other Officers it considers necessary. A person elected to such office may remain on the Board for a period not longer than three (3) years.
- 26.2. The Board shall fill vacancies when necessary and from time to time determine the duties of the officers appointed from time to time by Board.

27. EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES

- 27.1. The President, Vice President, CEO, Company Secretary, Treasurer and two Board Members, shall constitute an Executive Committee to deal with urgent matters which arose between the Board Meetings, and day to day business, including staff matters, disciplinary hearings and grievance procedures and obtaining professional help for any purpose. The committee shall decide on its own procedures.
- 27.2. The appointment of the Executive Committee referred to in the preceding clause shall be effected by the Board.
- 27.3. The Board may appoint and delegate functions to standing and other committees as and when it deems necessary.
- 27.4. A copy of all minutes of all sub-committees shall be sent to the President.

28. THE CHIEF EXECUTIVE OFFICER (CEO)

- 28.1. The Board shall appoint and be entitled to delegate its powers to the Chief Executive Officer (CEO).
- 28.2. The CEO shall be appointed on a performance contract for a period of three (3) years, which contract may be renewed at the discretion of the Board.
- 28.3. Subject to the discretion and control of the Board, the CEO shall in terms of her contract of employment, have the power and functions to perform the following:
- 28.3.1. to manage the affairs of Ogle Foundation towards its primary objectives ;
 - 28.3.2. plan, coordinate, and control the daily operation of the Ogle Foundation through the Association's managers;
 - 28.3.3. establish current and long term goals, objectives, plans and policies subject to the approval of the Board;
 - 28.3.4. meet with Ogle Foundation's other executives to ensure that operations are being executed in accordance with Ogle Foundation's policies;
 - 28.3.5. oversee the adequacy and soundness of Ogle Foundation's financial structure;

- 28.3.6. review operating results of Ogle Foundation, compare them to established objectives, and take steps to ensure that appropriate measures are taken to correct unsatisfactory results.
- 28.3.7. plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures, the acquisition of new projects, with approval of the Board;
- 28.3.8. establish and maintain an effective system of communications throughout Ogle Foundation.
- 28.3.9. represent Ogle Foundation with major sponsors, members, the financial community, and the public in consultation with the President.
- 28.3.10. perform all other duties as the Board may direct from time to time.

29. MEMBERS' GENERAL MEETINGS

- 29.1. An Annual General Meeting of the members of Ogle Foundation shall be held not later than March each year, and branch Annual General Meetings no later than July each year. The financial year shall be from 1st February to 29st January each year.
- 29.2. **The agenda of the Annual General Meeting shall include:**
 - 29.2.1. minutes of the previous meeting - to be approved and signed
 - 29.2.2. the President's report (including constitutional changes, if any, to be read out by the President and discussed)
 - 29.2.3. the Treasurer's report – including the audited Annual Financial Statements
 - 29.2.4. the Auditor's name and address to be read out
 - 29.2.5. names of the Board members to be read out
 - 29.2.6. resolutions regarding general policy to be discussed
 - 29.2.7. any other business allowed by the President.
- 29.3. Written notice of the Annual General Meeting shall be sent to members at least twenty one (21) days before the date of the meeting together with the agenda of the meeting provided that the non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 29.4. Resolutions to be moved at an Annual General Meeting of Ogle Foundation shall be proposed and seconded by two (2) members in good standing and shall reach the Board by no later than January 31st. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.
- 29.5. A simple majority shall carry any motion at an annual general meeting of Ogle Foundation except that resolutions for the alteration of the Constitution or the dissolution of Ogle Foundation shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.
- 29.6. An extraordinary general meeting of members of Ogle Foundation may be called by the Board to consider matters of urgency or of particular importance to the Foundation. Ten (10) days' notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.
- 29.7. The President or failing her, the Vice President, shall chair all meetings of the Foundation. In the absence of the President or Vice President or on their request, the meeting shall appoint a chairperson for that meeting.
- 29.8. The quorum for all members' meetings shall be thirty (30) persons or five percent (5%) (Whichever be the greater) of the members in good standing present in person or proxy.
- 29.9. If within thirty (30) minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.
- 29.10. **The Board may convene other Members' General Meetings.**

30. QUORUM, NOTICE AND VOTING

Unless otherwise provided in this Constitution:

- 30.1. A person entitled to attend and vote at a members' meeting may appoint a proxy. The proxy shall be given in a form with sufficient information as approved by the chairperson.

- 30.2. Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the register, by post or by phone, fax or other electronic means.
- 30.3. Decisions shall be taken by the vote of the majority of those persons present in person or by proxy and entitled to vote at the meeting.
- 30.4. Voting shall be by show of hands or by written ballot if so decided by the meeting concerned.
- 30.5. The chairperson at any meeting shall have only one vote.
- 30.6. A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic, by invitation of the Chairperson.
- 30.7. Only paid up members may vote at members' meetings, unless the chairperson at that meeting condones non-payment for the purpose of voting.

31. POWERS OF OGLE FOUNDATION

Ogle Foundation shall have all the powers necessary, in the opinion of the Board, to attain its objectives which powers shall be vested in the Board, and without limiting its general powers, may:

- 31.1. acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;
- 31.2. buy, sell, lend, exchange, insure, borrow, lease, and let assets;
- 31.3. employ, pay and indemnify administrative or educational staff, agents and advisers of every description;
- 31.4. delegate any of its powers to such committee or person as it may deem fit;
- 31.5. engage in legal proceedings of every description and sue or be sued in its own name;
- 31.6. open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the Board;
- 31.7. indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of Ogle Foundation or who serves or has served, at the request of the Board as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.
- 31.8. **do anything else necessary for the above and the furtherance of its objectives.**

32. LIMITATION OF POWERS

Notwithstanding the above, the specific and implied powers of Ogle Foundation shall be limited as follows:

- 32.1. The activities of Ogle Foundation will be wholly or mainly directed to the furtherance of its sole or principal object;
- 32.2. Ogle Foundation shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;
- 32.3. Funds available for investment shall be invested only in:
 - 32.3.1. one or more financial institutions as defined in Section 1 of the Financial Services Board Act 97 of 1990;
 - 32.3.2. securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1 of 1985;
 - 32.3.3. a legally registered entity designed to house Ogle Foundation's investment portfolio;
 - 32.3.4. business enterprises designed to provide a sustainable fund for Ogle Foundation.
- 32.4. Ogle Foundation shall not make loans to any person.
- 32.5. Amendments to the Constitution shall be submitted for approval to the Commission for the South African Revenue Service (with effect from when tax exemption is granted).
- 32.6. Upon winding up or liquidation Ogle Foundation shall give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the Ogle Foundation.

33. BRANCHES

- 33.1. The Board shall call a general meeting of the members in the area where a Branch is to be formed to approve the formation of a branch and to elect a Branch Committee to manage the affairs of the Branch.
- 33.2. A Branch Committee shall consist of at least six (6) and not more than twelve (12) elected members. It may co-opt persons until the following AGM, to fill vacancies, or to contribute useful skills, such as the treasurer, if she is not already an elected member and a legal adviser. The Branch Committee shall appoint a chairperson from their number.
- 33.3. At the end of each subsequent Annual General Meeting of the Branch 30% of the members of the Branch Committee shall retire by rotation.
- 33.4. Retiring Branch Committee members shall be eligible for re-election if nominated but may serve not more than two (2) terms.
- 33.5. A Branch Committee member may not serve for a continuous period of more than three (3) years and shall be absent from the branch committee for one (1) year before she may be re-elected.
- 33.6. The Chairperson may however hold office for a maximum of four (4) years. The period between Annual General Meetings shall be deemed to be one (1) year.
- 33.7. A co-opted member shall be eligible for election to the Board if nominated. Her term of office shall be deemed to have commenced at the Annual General Meeting in the year in which she is elected.
- 33.8. At least one (1) month before the Annual General Meeting of the Branch, the Branch Committee shall call for nominations to fill the vacancies on the Committee. Nominees shall be members of the Branch in good standing, provided that the nominee shall have been a member of OGLE FOUNDATION for at least one (1) year and provided further that the written agreement of the nominee shall be obtained before the nomination is submitted to the Branch Committee.
- 33.9. The rule of one (1) year's membership shall not apply in the case of the election of the first committee of a newly formed Branch.
- 33.10. At the Annual General Meeting of the Branch, the names of the nominees shall be announced. If there are more nominations than vacancies, a secret ballot shall be held for the election of the number of committee members required.
- 33.11. The meeting shall appoint two scrutineers to count the votes and the chairperson shall announce the results of the voting as well as the names of the committee members remaining on the Branch Committee.
- 33.12. Members of a Branch Committee shall cease to be members of the committee if they become members who are not in good standing or if they fail to attend two committee meetings without apology or condonation or if for any reason their membership of Ogle Foundation is terminated.

34. RESPONSIBILITIES OF BRANCH COMMITTEE

- 34.1. **The responsibilities of the Branch Committee shall be:**
 - 34.1.1. to manage the affairs of the Branch subject to the procedure established by the Board.
 - 34.1.2. to elect a Chairperson of the Branch Committee at the first committee meeting after the AGM annually from among its committee members;
 - 34.1.3. to appoint a treasurer from among its members;
 - 34.1.4. to submit a quarterly report to the Board covering the activities and finances of the Branch;
 - 34.1.5. to establish sub-committees to deal with specific issues. The chairpersons of such sub-committees shall be members of the Branch Committee, but the members of the sub-committees should be members of the Branch in good standing;
 - 34.1.6. to adhere to the Constitution and to the standing rules of the Association;
 - 34.1.7. to account to the Board for the control of its financial affairs;
 - 34.1.8. to supply the Board with copies of accounts and minutes and shall provide such further information as may be requested by the Board; the Branch Chairperson, Secretary And Treasurer shall keep the Board fully informed of its affairs.
- 34.2. A Branch shall be bound by the provisions of this Constitution and all amendments to it and shall conform to the spirit of this Constitution wherever there is no clear provision on any matter.

- 34.3. A Branch shall be established in respect of a particular geographic area and shall use the name prescribed for it by the Board.
- 34.4. The Board may by agreement of seventy five percent (75%) of its voting members at any time dissolve a Branch, after consultation with the Branch Committee.

35. BRANCH MEETINGS

- 35.1. The Branch Committee shall meet as often as it decides provided that it shall meet not less than ten (10) times per year.
- 35.2. A special resolution of the Branch Committee may be called at the request of twenty five percent (25%) of the members of the committee provided that the business to be conducted at such a meeting shall be fully motivated.
- 35.3. Notices of Branch Committee meetings shall be given in accordance with the standing rules of the Association, provided that non-receipt of a notice by a Branch Committee member shall not invalidate the business transacted at a meeting.
- 35.4. The quorum for Branch Committee meetings shall be twenty-five (25%) of the members of the committee.
- 35.5. The Branch Committee shall convene an Annual General Meeting for the members of the branch no later than the end of February each year. The financial year shall run from 1st January to 31st December.
- 35.6. Written notice of the Annual General Meeting shall be sent to Branch members at least twenty-one (21) days before the date of the meeting together with the agenda of the meeting provided that non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.
- 35.7. The quorum for the Annual General Meetings of the members of a Branch shall be twenty-five percent (25%) of the membership of the Branch in good standing present in person or by proxy.
- 35.8. Resolutions to be moved at an Annual General Meeting of the members of a Branch shall be proposed and seconded by two (2) members in good standing and shall reach the Branch Committee by no later than January 31st for members to be proposed. Such resolution shall be fully motivated to enable them to be circulated to all members before the meeting.
- 35.9. A simple majority shall carry any motion at an Annual General Meeting of the Branch.
- 35.10. A special general meeting of a Branch may be called by a majority of members in good standing provided that the business to be transacted at such a meeting shall be fully motivated. The notice of such meeting and the quorum required shall be twenty-five percent (25%) of members.
- 35.11. The chairperson of the Branch Committee shall preside at all meetings of the Branch. In the absence of the chairperson, the meeting shall elect a chairperson from among their number.
- 35.12. If within thirty (30) minutes of the time appointed for any general meeting of the Branch, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such an adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the member present shall constitute a quorum.

36. NOTICES

- 36.1. A notice by Ogle Foundation to any member shall be regarded as validly given if it is either delivered personally to the member or sent by fax, or email to her registered address.
- 36.2. Members shall be responsible for notifying Ogle Foundation of any changes in their address.

37. AMENDMENT OF THE CONSTITUTION

- 37.1. This Constitution may be revised or amended by two thirds (2/3) of the members of Board present at a Board meeting convened for the purpose.
- 37.2. The proposed amendment shall be included in the agenda. Notice of the proposed amendment shall be given to each Board member twenty-one (21) days prior to the Board meeting at which the amendment shall be considered, unless every voting member waives notice.
- 37.3. A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of Ogle Foundation. If any member objects she must inform the Board in writing, giving her reasons and suggested alternative, not later than seven (7) days before the meeting. If ten percent (10%) of members object in writing, the decision will be delayed to a general meeting. This provision shall not

apply to formal amendments made by the Board to clarify or improve procedure, or to meet the requirements of the SA Revenue Service during the first year of operation of the Association.

- 37.4. The amendment shall be reported to members at the following AGM and a copy of the amendments and the constitution shall be available for inspection. Copies of the amended constitution shall be available for members on payment of the specified fee, if any.
- 37.5. A special General Meeting of Members may be convened to review and amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than seventy-five percent (75%) of the members voting in person or proxy and by not less than forty (40) persons or by five percent (5%) of the membership, which ever be the greater.
- 37.6. Amendment to the Constitution shall be submitted for approval to the Commissioner for the South African Revenue Service (with effect from when tax exemption has been granted).
- 37.7. Amendments to the Constitution shall be made available on Ogle Foundation's website for access to the general membership.

38. INDEMNITY

Ogle Foundation shall be deemed to indemnify and hold each Board member and each office-bearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against her, whether individually and/ or jointly and severally, arising out of or in connection with the administration of the Foundation, save and except where the claims and/or actions are caused by the personal wilful bad faith or fraud of such office bearer.

39. DISPUTE RESOLUTION

- 39.1. In the event of any dispute arising out of the interpretation and application of this Constitution, the management of Ogle Foundation or such other incidental matters, the structure declaring the dispute shall notify the other in writing in a manner provided for under this constitution
- 39.2. **The notice of the dispute must in the minimum contain the following:**
 - 39.2.1. issues in dispute
 - 39.2.2. the nature of the dispute – whether it is procedural or substantive
 - 39.2.3. the period during which such issues pertained
 - 39.2.4. Whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Foundation.
- 39.3. On receipt of the notice by the structure declaring a dispute, both structures must endeavour in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods.
- 39.4. If both structures do not agree within seven (7) days of receipt of the notice as to:
 - 39.4.1. the dispute resolution method and procedure to be adopted;
 - 39.4.2. the timetable for all steps in those procedures;
 - 39.4.3. the selection and compensation of independent person/s required to conduct the alternative dispute resolution;

dispute shall be settled in accordance with the rules of the Arbitration Foundation of Southern Africa.

40. DISSOLUTION

- 40.1. Provided that two thirds (2/3) of the members present in person or by proxy and entitled to vote so agree at a general meeting of members duly called for that purpose:
 - 40.1.1. Ogle Foundation may be dissolved, or
 - 40.1.2. Ogle Foundation may resolve to amalgamate and merge with one or more similar organisation with aims which are substantially similar to those of the Foundation, in such manner as the members present at the meeting deem fit, in order to establish a new organization which will generally benefit women in the workplace.
- 40.2. **On passing a resolution to amalgamate and merge:**
 - 40.2.1. an interim committee with the power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure. The election of a new board in shall not be necessary;

- 40.2.2. the interim committee shall have power to exercise all the powers of Board and power to do all things necessary to effect such amalgamation, including the amalgamation of branches, and to determine the date upon which assets and liabilities of Ogle Foundation shall be vested in such new organization and when a Branch or Ogle Foundation shall cease to exist. The interim committee shall have power to register all assets as of Foundation in the name of the new organization, and to substitute the new organization as debtor in regard to any one or more debts and contingent liabilities and obligations of the Association.
- 40.2.3. a new board shall be elected to replace the interim committee not later than the first subsequent annual general meeting of Ogle Foundation or of the organisation resulting from the merger (referred to as the “**new organization**”) as the case may be.
- 40.2.4. any surplus assets after the liabilities have been met shall vest in the new organization.

On dissolution and winding up:

40.2.5. an interim committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies.

40.2.6. all assets shall be sold and liabilities discharged.

40.2.7. any surplus after the liabilities have been met shall be donated to an organization with similar aims to those of Ogle Foundation which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of Ogle Foundation Non Profit Company is decided.

SIGNED at Roodepoort on this day of APRIL 2017

Dimakatso Arlina Sikhosana -----

Zethembiso Khanyile -----

Patricia Nichollette Ogle -----

Address:20 Raath Street Georgia Roodepoort 1724 *BEE STATUS* *LEVEL 1*

P.N. Ogle D.A. Sikhosana P.Gomani Z. Khanyile