

1.

CONSTITUTION

1. NAME

The name of the Association shall be "SarahBright Foundation"

2. AREA OF OPERATION AND FUND RAISING.

The area of operation and Fund-raising shall be the area of the PROVINCE OF GAUTENG, KWAZULU NATAL, FREE STATE, MPUMALANGA, NORTH WEST, EASTERN CAPE AND THE LIMPOPO PROVINCE.

3. NATURE

The Association shall be a voluntary non-profit making organisation and shall operate in the interest of assisting the orphans & previous disadvantage people with basic education, youth development, women and men empowerment, regardless of race or creed, in its area of operation as set out above.

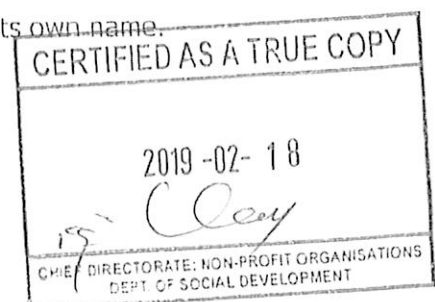
4. THE BODY CORPORATE

It is the intention of the Association to operate in the manner and form in regard to training, developing and empowering youth, women and men and other operating members as laid down by SarahBright Foundation.

SarahBright Foundation exist on its own right separated from members.

SarahBright Foundation will continue to exist even when its membership changes and there are different office bearers and will be able to own property and possessions.

SarahBright Foundation will be able to sue and be sued in its own name.



5. OBJECTIVES

5. 1 OBJECTIVES - FOUNDATION PHASE DEVELOPMENT AND BASIC EDUCATION

- The objects of the Association shall be to establish, conduct and maintain a support to orphans & previous disadvantage people with basic education service and community who are in need thereof;
- To promote active support systems and training; and
- As well as a deeper community involvement and do any other such thing as may be necessary to promote or which may be incidental to the promotion of all or any of the aforesaid objects.

5. 2 OBJECTIVES - YOUTH EMPOWERMENT

- To conduct and maintain support to youth, Development interventions, programmes, services at higher education that aim to promote academic excellence, remove the obstacles to learning, preferably for students that are challenged in some way (socially, economically, physically); and
- Improving youths' educational achievement;
- Preparing youth for succeeding in the workforce;
- Providing support services to youth;and
- Promoting youth leadership skills, through entrepreneurship Mentorship - **Technology Development & Innovation**

5. 3 OBJECTIVES - MEN EMPOWERMENT

- To achieve our goals, we shall focus on long-term mentoring and relationship building, instilling 5 specific values - courage, kindness, self-discipline, honesty and respect.
- Our long-term mentorship approach means that we will continue to be part of their lives throughout the life journey.
- Engaging men at large to promote gender equality, Prevent and address gender-based violence, Promote reproductive health and rights, gender equality, Leadership and Parenthood

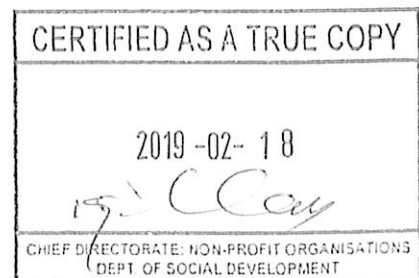


5. 4 OBJECTIVES - WOMEN EMPOWERMENT

- In the world's poorest communities, girls and women bear the brunt of poverty. Fighting poverty in those communities requires focusing on girls and women to achieve equality. When families struggle to grow enough food to eat, or earn enough money to send all their kids to school, it's the girls who are often the last to eat and first to be kept home from school. In these same communities, it's the women who are frequently denied the right to own the land they've farmed their entire lives. And where girls and women are denied freedom to leave their homes or walk down a street, they struggle to earn a living, attend school or even visit a doctor. But girls and women aren't just the faces of the poverty; they're also the key to overcoming it. A woman becomes a catalyst for positive change whose success benefits everyone around her.

6. INCOME AND PROPERTY

- 1) (I) (I)Assisting people who are deemed to need further basic in education.
 - (ii) Assisting young people to find their role in society
 - (iii) Assisting women in addressing self-actualisation needs
 - (iv) Assisting men in playing their role in society
2. Offering basic life skills orientation.
3. Promoting and maintaining effective co-operation with Government, Provincial and Local Authorities and with interested agencies, societies, churches, organisations and other institutions to promote the aims and objectives of the Association.
4. Raising and administering funds.
 - (I) should the services of a Fund-raiser be made use of for the collection of contributions, the expenses (remuneration and/or commission included) may not exceed 40% of the total turnover of the collection.

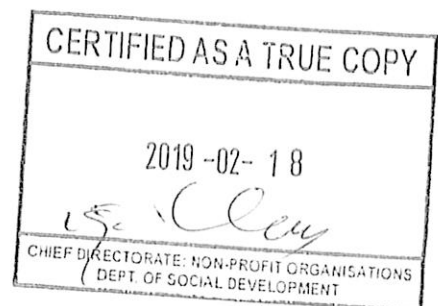


- (ii) No competition, contest, game, scheme, arrangement or system in connection with which any prize may be won shall be conducted or caused to be conducted by the association unless an authority in terms of any other Act has been obtained beforehand.
 - (iii) Funds available for investment may be invested only with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or in acquisition of securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985.
5. Community networking, advertising and educating.
6. Obtaining exemption from Income Tax in lieu of section 10 (1)(f) of the Income Tax Act.
7. The association shall not carry on any business, which includes, inter alia, ordinary trading operations in the commercial sense, speculative transaction, and dividend stripping activities. The activities of association shall be confined to the Republic of South Africa and the funds of the association will be applied within this area.

7. MEMBERSHIP AND GENERAL MEETING

1. Membership of the Association shall be composed of the following-
- (I) A person applying for membership of the Association shall become a member upon approval by the Board. The Board shall be entitled to approve for membership any person who;
 - (ii) its a new organisation, and/ or who the Board shall deem fit to be a member. and
 - (iii) has completed to the satisfaction of the Board, SarahBright Foundation course (which course must have focused on both Personal Growth and the essential characteristics)

OR

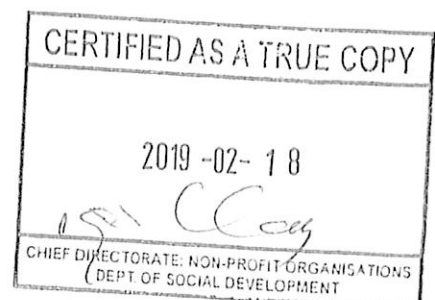


- (iv) alternatively, has had alternative training and experience deemed by the Board to be the equivalent of SarahBright Foundation training course.
- 2. The secretary shall keep a register showing the names and addresses of all members. The duty to notify the secretary of any changes of address rests on the members.
- 3. Membership of the Association will be subject to the following conditions:
 - (I) payment of the annual subscription.

OR

Unless such member is granted honorary membership by the Board in consideration for long and meritorious service rendered to this Association.

- (ii) Personal involvement in the affairs, and service and continuing training programmes of the Association to an extent as may be determined for all members by the Board from time to time.
- 4. The Board shall review the entire membership annually prior to the Annual General Meeting and shall have the power to terminate the membership of a member of the Association in the event of such a member
 - (I) failing to pay, after due notice and consultation, any subscription more than three months overdue,
 - (ii) failing to attend, after due notice and consultation and without acceptable reasons, the minimum number of training and business meetings as stipulated for the specific area of service previously chosen by the member, or
 - (iii) being guilty of conduct which is, in the opinion of a two thirds majority of the Board expressed at an ordinary Board meeting, injurious to the interest of the Association, and/or constitutes a breach of the stated and understood disciplines of the Association. The decision to terminate membership of such member shall be taken only after the Board shall have granted such member an opportunity of appearing before it to answer fully any complaint against such member.



The Annual General Meeting for the members of the Association shall take place not later than the 31st of August of each year to fall in line with the financial year which is from the 01st March to 28th February.

5. Notice of such a meeting shall be posted to each member of the Association at his registered address at least twenty-one (21) days before the date of the meeting.

Four members (4) members present shall constitute a quorum at any Annual General Meeting. If within half an hour from the time of appointment for the Annual General Meeting a quorum is not present the Annual General Meeting shall stand adjourned to the same day in the next week at the same time and place, or if that be a public holiday, to the next succeeding weekday other than a public holiday, and if at such an adjourned meeting a quorum is not present within half an hour for the time appointed for the meeting the members present shall constitute a quorum.

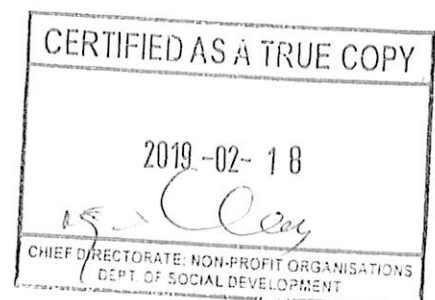
The agenda for the General Meeting shall be set by the Board at its last meeting prior to the Annual General Meeting.

6. An extraordinary General Meeting may be convened by the Chairperson or, in his absence, the Vice-Chairperson or their appointed nominee, at any time if they deem it necessary. Such meeting may also be called by an ordinary member provided that he/she can produce the supportive signature of at least one third of the members.

Rules pertaining to notice of such Extraordinary meeting, quorum and postponements shall follow the rules of meeting as set out in Clause 7.5 above.

7. Voting

- (i) Every member who is entitled to vote and who is present at the General Meeting shall be entitled to cast one vote.
- (ii) Voting shall be by a show of hands unless the Chairperson Rules otherwise and there shall be no postal or proxy votes.
- (iii) In the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.



- (iv) A General Meeting may be adjourned once to such time as the majority of members direct provided that
 - (a) No business shall be considered at such adjourned meeting which could not have been transacted at the original meeting and
 - (b) That no notice of such adjournment need be given to members.
- (v) The Chairperson shall cause minutes to be kept of all Annual and Special General Meeting.

8. MEMBERSHIP AND MANAGEMENT

The control and management of properties and the affairs of the Association shall vest in the Board. The Board shall consist of:

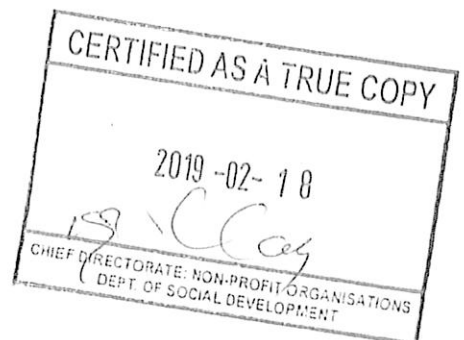
1. Chairperson - Lydia Sibongile Marivate
2. Vice Chairperson – Wisani Digrater Lavinia Manganyi
3. Treasurer - Nocawe Lumkwana
4. Secretary – Vukosi John Mathebula

Board members do not necessarily have to be SarahBright Foundation's liners but **must** have appropriate skills and motivation. A maximum of two (2) people may be non-SarahBright Foundation's at any one time and are appointed by a majority vote of the Board whenever a vacancy on the Board comes into existence.

At the first Annual General Meeting or Extraordinary General meeting at which the management are elected, one (1) shall be elected for a period of two years, and the remaining one (1) manager shall be elected for a period of one year. The managers shall determine among themselves by vote which 1 shall retire at the end of the first year of office, and the other one (1) shall retire at the end of the next succeeding year.

Thereafter 1(one) manager shall retire annually but shall be eligible for re-election. The Board shall appoint annually the following managers who shall be ex-officio members of the Board.

5. The Director

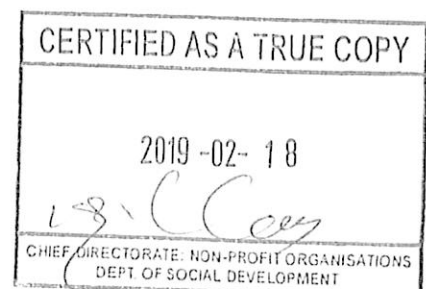


The Board shall have the right to co-opt any further persons to be ad hoc members of the board and any such co-opted members shall not have a vote in the Board, notwithstanding the provision of paragraph 8.7, of the Constitution and in the event of any member of the Board terminating membership, to replace such a **member** by co-option until the next General Meeting.

6. Nominations to the Board must close at least seven (7) days before the Annual General Meeting - only members of good standing can be nominated.
7. A candidate nominated for Chairperson must have served in one other portfolio on the Board prior to being elected to the Chair.
8. The outgoing Chairperson can be requested to remain on the Board for one year after leaving the Chair, as an observer.
9. No members of the Board may have any direct or indirect interest in or benefit from any contract which the board may conclude with any company.
10. Paid officials of the association may serve on the board in an advisory capacity but will have no voting rights.

9. MANAGEMENT

1. The Board establishes policies.
The staff carries out day-to day tasks.
The Director co-ordinates the staff and liaises between the staff and Board.
The Director is the head of the Centre. Staff members are responsible for running the Centre.
2. The staff are answerable and accountable to the Director.
The Director is answerable and accountable to the Board.
The Board is answerable and accountable to the members of SarahBright Foundation and the public.
3. All board meetings must be formally structured with decisions being taken by a majority vote and where appropriate, designated to a specific staff member, board member or portfolio for action.

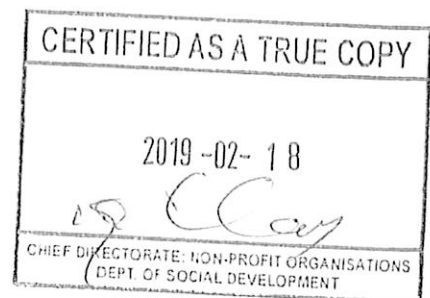


4. The Director represents the staff on the Board together with the Chairperson, and will give feedback to the staff after Board meeting.
5. Board members holding portfolios must call sub-committees to work with them and to liaise with the Director and appropriate members of staff.
6. The Director and the Chairperson must meet at least once every two weeks to discuss issues relating to SarahBright Foundation.
7. Job Descriptions for staff positions and board portfolios must be drawn up and adhered to.
8. The management committee will meet at least once a month, more than half of members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.

10. POWERS OF THE ORGANISATION.

The Board shall be vested with power generally to endorse the aims and objects for which the Association is established and entitled inter alia, to carry out the following duties:

1. to acquire and lease premises deemed necessary and to acquire by purchase, exchange, donation, cession or otherwise, movable or immovable property, and to procure, sell, hire, let, administer, work, equip, improve, develop, alienate, dispose of, or otherwise deal with movable or immovable property at will.
2. to borrow money on such terms and conditions as it may deem fit, and to give and receive donations.
3. to ensure that the assets of the Associations, Association, and/or its members are adequately protected by Insurance Policies effected through a registered Insurance Company.



4. to enter into any contracts of any nature deemed to be in the overall interests of the Association.
5. to appoint and elect sub-committees and to stipulate the rights, powers and duties of each.
6. The Board shall have the power to appoint and dismiss as members of such sub-committees, persons who are not members of SarahBright Foundation, provided that such persons may be appointed as associate members of such sub-committees. Such associate members shall not undertake any functions for which in the opinion of SarahBright Foundation.

Such associate members will be required to take an oath of confidentiality.

7. to appoint and dismiss Directors, and other personnel and officers, and to stipulate their salaries, if any, and duties and to determine their conditions of employment.

The following procedure should be followed should it become necessary to address the performance of, or take disciplinary action against a Director;

- (I) A meeting on a one-to one basis with Chairperson

FAILING AGREEMENT AT WHICH

- (ii) A meeting with the Personnel Committee to consist of three (3) people:

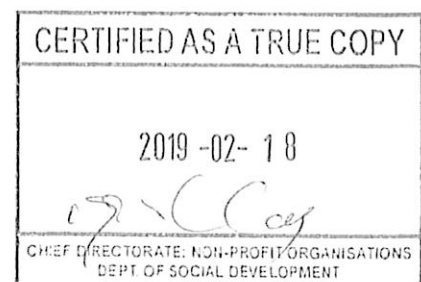
1 Vice Chairperson

1 Member with personnel qualities

1 other SarahBright Foundation member (not Board Member)

FAILING AGREEMENT AT WHICH

- (iii) A meeting with the Personnel Committee and Regional Representative



FAILING AGREEMENT AT WHICH

- (iv) A meeting with Personnel Committee and the National Director.

Disciplinary action against staff is dealt with by the Director.

The Personnel Committee will be appointed at the first Board Meeting after the Annual General Meeting by the Board and the Director.

8. to institute or defend legal proceedings in any court of law.
9. to discharge debts and liabilities by payment or otherwise and to incur liability for debts and to make payment thereof.
10. to charge and recover the cost of, or in connection with, the training of prospective workers of the association, or its officers from members of the public and/or members, such cost to be fixed by the Board from time to time.
11. to elect from members such representatives as may be required to attend National and International meetings.
12. to accept or terminate membership as it deems fit.

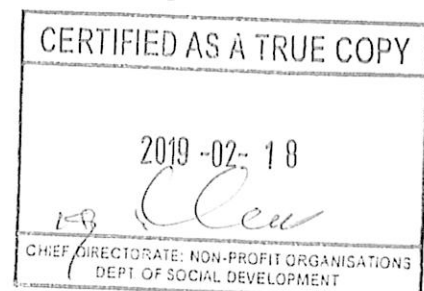
11. VOTING RIGHTS

Each member of the Board shall be entitled to exercise one vote provided however that in case of equality of voting the Chairperson presiding over the meeting shall have a casting vote.

12. MEETINGS AND PROCEDURES OF THE COMMITTEE

A member of the Board shall ipso facto retire from the Board:

1. after failing to attend three (3) consecutive meetings of the Board without leave of absence or apology supported by a reason deemed good and sufficient.
2. on the Appointment of a new Board at the Annual General Meeting or Extraordinary General Meeting of the Association.



3. The Board shall meet at least once every two months and notice of such meeting shall be sent to the members at least seven (7) days before the date of meeting. At all meetings of the board a quorum shall consist of half plus one of the members.
4. Ordinary or Extraordinary meeting of the Board may be convened by the Chairperson or, in his absence, the Vice-Chairperson, by telephonic notice to each member of the Board. Evidence of a serious attempt to contact each member of the Board shall be deemed good and sufficient for such Extraordinary Meeting to be constitutionally convened, provided that a quorum of at least four (4) members of the Board is present
5. Minutes of all meetings of the Board shall be kept.
4. (I) Every member of the Board including the Director shall be entitled to cast one vote.

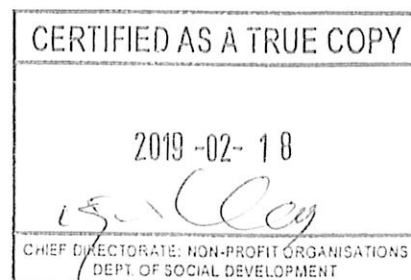
(ii) In the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

13. PROPERTY AND INCOME

The complete inventory of the Association's Assets (Movable and Immovable Property) shall be kept on the following basis:

1. assets being the property of the Association
2. assets loaned to the Association, clearly stating the basis on which the items have been loaned.
3. the inventory to be updated yearly in order that it may be tabled at the Annual General Meeting.
4. all property shall be registered in the name of the Association.

Where items have been loaned to the Association, the lender must be informed in writing that such an item is still in the possession of the Association and whether the loan thereof may be extended for a further period.



14. AUDITOR

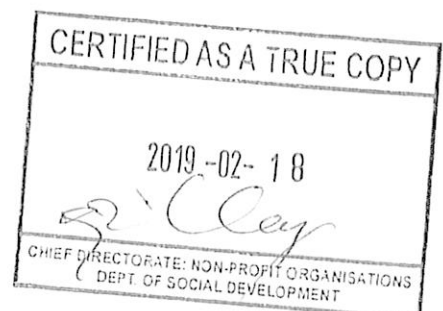
The Board shall appoint the Auditor.

15. FINANCE

1. All the Association's financial transactions shall be conducted by means of a banking account.
2. A Bank and/or Building Society account or accounts shall be opened in the name of the Association and the Treasurer shall keep such financial accounts as required by the Board.
3. The Bank and/or Building Society accounts shall be operated by the joint signatures of any two or more persons duly authorised thereto by the Board.
4. The financial year of the Association shall terminate on **28th February** of each year.
5. Funds of the Association which are available for investment may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984 and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985

16. INCOME AND ASSETS OF THE ASSOCIATION

1. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Constitution and no portion thereof shall be distributable or transferred directly or indirectly and whether by way of salary, dividend, bonus or otherwise howsoever to any of its members or office bearers except as reasonable compensation for services rendered by that member or office bearer to the Association.
2. The Association shall be a body corporate and shall have an identity and existence distinct from its members or office bearers.



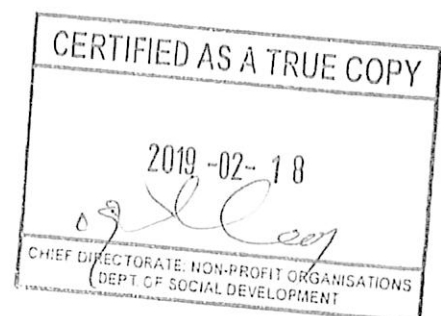
3. The organisation shall continue to exist notwithstanding changes in the composition of its membership or office bearers.

17. CHANGES ON CONSTITUTION

1. This Constitution may be rescinded, amended or added to only by a two third majority of voting members present at an Annual General Meeting or at a Special General Meeting of the members called for this purpose provided however, that written notice of any proposed rescindment, amendment or addition be sent to the Secretary of the Association and that terms of any such proposals are included in and sent with the Agenda of the said meeting to the members, such notice to be sent twenty-one (21) days in advance. Amendments to the constitution must be submitted to the Director of Fund-raising for approval.
2. No amendment to this Constitution shall be valid until a copy of the Constitution shall have been sent to the Director of Non-Profit Organisations as is required in terms of Section 19(2) of the Non-Profit Organisations Act 1997 and the Director has complied with the provisions of Section 19(3) of the said act.
3. No amendment to this Constitution shall be valid until a copy of such amendment is submitted to the Commissioner of Inland Revenue and the Commissioner does not rule that such amendment in any way jeopardises the Association's exemption from the payment of income tax in terms of Section 10(1)(f) of the Income Tax Act 1962.

20. LIMITATIONS AND RIGHTS AND LIABILITIES

Membership of the Association does not confer and shall not give to any member any right, title or interest in or to any of the property or assets of the Association nor shall any member incur, by virtue of such membership, any personal liability of any nature whatsoever in respect of any claim made or action brought against the Association.




21. DISSOLUTION/ WINDING UP

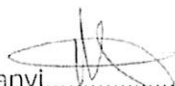
The Association may be dissolved at any time at an Extraordinary General Meeting called for this purpose, or by a special resolution at an Annual General Meeting, provided that a two thirds majority of those present agree to the dissolution, and not less than twenty-one (21) days notice of such meeting or such resolution has been given to all members.


If dissolution is agreed upon, and after debts and liabilities have been satisfied, any property remaining in the name of the Association shall be given or transferred to such other Fund-Raising Organisation (Registered in terms of the Fund-Raising Act 1978) or organisations as have similar objects to the Association and which themselves are exempt from income tax in terms of Section 10(1)(f) of the Income Tax Act 1962, at the discretion of the Board in existence as at the date of dissolution, or in default of such decisions as may be decided by the Director of Fund-raising.

22. ADOPTION OF THE CONTITUTION

This constitution was adopted by the members present at the AGM held on 05th February 2019

Signed: Lydia Sibongile Marivate.......... (Chairperson)

Signed: Wisani Digrater Lavinia Manganyi..........(Vice Chairperson)

Signed: Nocawe Lumkwana.......... (Treasurer)

Signed: Vukosi John Mathebula.......... (Secretary)

