

CONSTITUTION OF THE PORTUGUESE CULTURAL AND WELFARE CENTRE OF CAPE TOWN

1. INTERPRETATION

1.1. HEADNOTES

The headnotes to the clauses in this constitution are for reference purposes only and shall not be used in the interpretation thereof.

1.2. INCLUSIONS

In this constitution unless the context otherwise requires –

1.2.1 words which signify or denote:

1.2.1.1.1 any gender shall import and include the other genders;

1.2.1.1.2 a natural person shall import and include an artificial person and vice versa;

1.2.1.1.3 the singular shall import and include the plural and vice versa.

1.2.2 Unless otherwise indicated, words to which a meaning is ascribed in the body of the constitution shall bear that meaning wherever such words appear thereafter.

1.3 DEFINITIONS

In this constitution unless the context requires a contrary meaning the following expressions shall have the respective meanings ascribed to them below –

1.3.1 “the Centre” means the Portuguese Cultural and Welfare Centre of Cape Town;

1.3.2 “member” means a member of the Centre in good standing;

2. NAME

The name of the Centre shall be the Portuguese Cultural and Welfare Centre of Cape Town

3. AREA OF OPERATION

While the Centre shall be free to solicit contributions from any source within the republic of South Africa and abroad, the areas within which the society shall provide services or assistance shall be limited to the Republic of South Africa, with specific emphasis on the Western Cape Province, unless otherwise approved by the members at a general meeting.

4. OBJECTIVES

The purpose, aims and objects of the society shall be:

- 4.1 To promote the social, spiritual and cultural well-being of the Portuguese community with particular emphasis on the social welfare needs of the Portuguese community in the Republic of South Africa.
- 4.2 To promote and provide welfare services to the Portuguese community within the Republic of South Africa with specific emphasis on the Western Cape Province.
- 4.3 To assist and support financially and otherwise, members of the Portuguese community who for reasons of ill-health or any other good reason are in need of such assistance.

5. MEMBERSHIP

The Centre shall consist of ordinary members, corporate members and honorary members. Every member, provided he is in good standing, shall be entitled to vote at any general meeting of members and to sign a requisition in terms of clause 11.4 hereof.

5.1 The Executive Committee shall approve any application for membership, regardless of the applicant's race, gender, creed, age and/or nationality, provided that such applicant is considered by the Executive Committee to be of good standing.

5.2 The decision as to whether an applicant or member is of good standing shall be in the sole and absolute discretion of the Executive Committee.

5.3 Without limiting the generality of the definition and application of the phrase "in good standing", an applicant or member, as the case may be, may be regarded by the Executive Committee not to be of good standing in the event that such person, inter alia,

5.3.1 Has been guilty of an act of dishonesty;

5.3.2 Has not acted in the best interest of the Centre or its Objectives.

5.4 Ordinary members: Membership shall be open to any individual that has been approved as a member by the Executive Committee upon receipt of an Application for Membership form.

5.5 Corporate members: Membership shall be open to any corporate body that has been approved as a member by the Executive Committee upon receipt of an Application for Membership form. Such membership entitles the company to nominate a person who shall have the rights and privileges of an ordinary member.

5.6 Honorary member: Any person who has rendered special services or assistance, financial or otherwise, to the Centre may, at an annual general meeting, be granted honorary membership for any period, including life. Nominations for Honorary membership are to be lodged with the secretary of the Centre at least 14 days prior to the annual general meeting.

5.7 A register of the names and addresses of all members of the Centre shall be kept in the office of the Centre in Cape Town.

6. ORGANISATION

The business of the Centre shall be conducted through a medium of:

- 6.1 A BOARD OF TRUSTEES elected by the members of the Centre as provided for hereunder.
- 6.2 An EXECUTIVE COMMITTEE elected by the members of the Centre as provided for hereunder.
- 6.3 AD HOC and other SUB-COMMITTEES that may be appointed by the Executive Committee.

7. EXECUTIVE COMMITTEE

The control of the activities of the Centre shall vest in the Executive Committee which shall have full power to further the objects of the Centre in any way it deems fit. The Executive Committee shall consist of elected and co-opted member as follows:

- 7.1 **ELECTED MEMBERS:** Not less than 5 (five) and not more than 8 (eight) members, each of whom shall be nominated by any member in good standing at any General Meeting which has on its Agenda the election of the Executive Committee. At such election nominations shall be called for the position of President. After the election of such President, nominations shall be called for the position of Vice- President. Only after both the President and Vice-President have been elected, shall elections take place for the remaining member of the Executive Committee. A member can be voted to the executive committee if such member has at least two years consecutive membership with the center and at date of election.
- 7.2 **CO-OPTED MEMBERS:** The Executive Committee shall have the right if they so wish, to appoint not more than 2 (two) other members of the Centre as co-opted members of the Executive Committee, plus each affiliated members as the Executive Committee wishes to co-opt as additional members in terms of Sub-Clause 5.5, provided that the number of co-opted members serving on the Executive Committee at any time shall not exceed 4 (four) in total. Notwithstanding anything to the contrary herein contained, it is recorded that the Catholic chaplain to the Portuguese community in Cape Town shall always

be co-opted to serve on the Executive Committee unless he personally in writing confirms that he is either unwilling or unable to serve on such committee.

7.3 The EXECUTIVE COMMITTEE, subject to the provisions or restrictions contained herein; shall:

7.3.1 At its first meeting each year, after its election, which shall take place within two weeks of such election, elect the Executive Committee's remaining office bearers (other than the president, vice-president) which may include:

The secretary, treasurer, a public relations officer, a welfare officer, a cultural officer and any other portfolio deemed desirable by the Executive Committee.

7.3.2 Endeavour to meet each month but shall meet at least once per quarter. The date and the time of the next meeting shall be decided at each meeting. Additional meeting may be convened by the president or in his absence by the vice-president or at least three other members of the Executive Committee. At least 3 (three) days written notice shall be given of all meetings and such notice shall state the purpose of the meeting.

7.3.3 Be empowered to fill any vacancies occurring during the year.

7.3.4 Keep proper minutes of all meeting and circulate copies to members of the Executive Committee.

7.3.5 Be entitled to appoint and/or approve such Ad-Hoc and sub-committees as are necessary for the better transaction of the Centre's affairs and to dissolve these committees.

7.3.6 Be empowered to purchase or acquire by any other appropriate means immovable or movable property.

7.3.7 Subject to the written consent of the Board of Trustees in terms of Clause 7.4 hereunder, have the right and be empowered to exercise its discretion to mortgage or pledge any immovable or movable property acquired by it as aforesaid.

7.3.8 Subject to the written consent of the Board of Trustees in terms of Clause 7.4 hereunder, be empowered to sell, exchanged or otherwise dispose of any immovable or movable property owned by the centre and for the said purpose shall be entitled to so authorize any person to execute all and any documents required to give effect to any such sale, exchange or disposal. The Executive Committee shall further be entitled and empowered to burden any property owned by the Centre with any servitude or other right.

7.3.9 Have the power to:

- 7.3.9.1 Acquire and maintain offices and premises for the conduct of the Center's activities.
 - 7.3.9.2 Engage and dismiss any employees, fix the remuneration paid to employees, determine the duties of all staff and fix the terms and conditions of their employment.
 - 7.3.9.3 Establish branches within the Center's area of operation.
 - 7.3.9.4 Open and operate separate banking accounts as required by law in the name of the Centre.
 - 7.3.9.5 Invest funds of the Centre in any recognized bank or financial institution
 - 7.3.9.6 Delegate to the management committee, Ad. Hoc and sub-committees the powers conferred in sub-classes 7.3.9.1 to 7.3.9.4 above that are additional to those prescribed in the constitution for these committees and are necessary for their efficient and proper functioning.
 - 7.3.9.7 Institute or defend legal proceedings by or against the Centre or on behalf of or against individual members or officials of the Centre.
 - 7.3.9.8 Ensure that any income derived or property acquired may only be utilized in the furtherance of the aims and objectives of the Centre and that no person may be enriched thereby except by way of payment in good faith of reasonable remuneration to an employee for a service rendered to the Centre.
- 7.4 All powers exercised and decisions taken by the Executive Committee in terms of Clauses 7.3.7 and 7.3.8 hereof, shall be subject to the approval of the Board of Trustees. No decision taken in terms of these clauses shall be valid or given effect to until such time as such decision has been approved and confirmed by the members of the Board of Trustees.
- 7.5 A quorum of the Executive Committee shall be 5 (five) members or two-thirds of the Executive Committee, whichever is the greater.
- 7.6 The members of the Executive Committee shall remain in office for a period of 2 (two) years from date of the initial election of that Executive Committee in the general meeting as referred to in Clause 9 hereunder, but the Executive Committee may be dissolved by the members of the Centre in a general meeting specially called for that purpose.
- 7.7 The Executive Committee shall keep proper minutes of all its meetings and table copies of these minutes at the next Executive committee meeting as a true record of its decisions and actions.

8. BOARD OF TRUSTEES

- 8.1 The Board of Trustees shall be elected by the members of the Centre and shall consist of the following:
 - 8.1.1 An Attorney of Portuguese origin;
 - 8.1.2 An Accountant of Portuguese origin;
 - 8.1.3 Three other members of the Portuguese community residing in the Western Cape.
- 8.2 With respect to clauses 8.1.1 and 8.1.2 above, should not Portuguese Attorney or Accountant be available from within an area of 30 (thirty) kilometer radius from Cape Town Central Business District, then in such event members shall be entitled to elect any Attorney or Accountant irrespective of nationality or origin.
- 8.3 At the first meeting of the Board of Trustees after its election, which meeting shall be held within 1 (one) month of date of such election, the members of the Board of Trustees shall elect a chairperson and a vice-chairperson.
- 8.4 The Board of Trustees shall have a role supervisory nature with particular emphasis on the finances and allocation of the finances of the Centre. The Board of Trustees shall therefore have the power to access, without notice, all financial records of the Centre and shall furthermore have the power to call the president of the Executive Committee and the treasurer to appear before the Board of Trustees and to furnish with any documents or information required by the Board of Trustees or any explanations in respect of the allocation of any funds by the Centre to any project or the incurring of any expense by the Centre, so as to ensure that the funds of the Centre are at all times allocated in accordance with the provisions of this Constitution.
- 8.5 The members of the Boards of Trustees shall remain in office for a period of 3 (three) years from date of the general meeting during which they were elected, but the Board of Trustees may be dissolved by the members of the Society in a general meeting specially called for that purpose and provided a resolution to that effect is passed by that meeting with a least a two-thirds majority.
- 8.6 Meetings of the Board of Trustees shall be held at least twice a year or at any time as the chairman may require.
- 8.7 The quorum for a meeting of the Board of Trustees shall be 3 (three).
- 8.8 It shall not be a pre-requisite for the election to the Board of Trustees of any person, that such person be a member of the Centre as provided for in Clause 5 herein.

9. PERIOD OF OFFICE

- 9.1 Office bearers, Board of Trustees members and members of the Executive Committee and of sub-committees shall continue in office until the conclusion of the general meeting at which their successors are appointed.
- 9.2 The period of office for members of the Executive Committee shall be a period of 2 (two) years from the date of the general meeting on which the Executive Committee as a whole were elected.
- 9.3 The period of office for members of the Board of Trustees shall be a period of 3 (three) years commencing from the date of the general meeting during which the members of the Board of Trustees as a whole were elected.

10. FORFEITURE OF COMMITTEE MEMBERSHIP

Membership of the Executive Committee or any sub-committee shall unless otherwise decided by the Board of Trustees, ipso facto, cease on failure of any member to attend 4 (four) consecutive meeting, without leave of absence.

11. GENERAL MEETINGS

Every member in good standing is entitled to notice of and to attend every general meeting of members.

11.1 The ANNUAL GENERAL MEETING of the Centre shall be held after at least two weeks written notice given by the secretary or nay other person appointed by the president of the Centre. The notice shall be give to all members of the Centre. The meeting shall be held between 1st February and 1st May each year, (both dates inclusive), and the following business shall be transacted:

11.1.1 Confirmation of minutes of the previous annual general meeting.

11.1.2 Presentation of annual report and audited financial statements.

11.1.3 Any other competent business.

11.1.4 At every alternative Annual General Meeting, the election of the Executive Committee in accordance with the provisions hereof.

11.1.5 At every third Annual General meeting, the election of the Board of Trustees shall also take place.

11.2 All nominations for the election to the Executive Committee as well as the Board of Trustees shall be made by a member of the Centre in good standing at the Annual General Meeting in which such election is due to take place.

11.3 Nominations for the Executive Committee and the Board of Trustees shall be make in writing with the consent of the person nominated. A nomination must be made by a member in good standing at the annual general meeting in which the elections for such body is due to take place.

11.4 A SPECIAL GENERAL MEETING of the Centre shall be called by notice from the secretary on the instruction of the Board of Trustees or upon requisition signed by a least ten members of the Centre. The notice shall state the nature of the business which is to be considered and transacted and shall be given at least two weeks before the meeting. No other business shall be transacted other than the business set out in the said notice.

11.5 MEETING FOR PURPOSE OF AMENDMENT OF CONSTITUTION

The constitution may only be rescinded, amended or added to by two-thirds majority of members present at a general meeting of the Centre, provided, however, that written notice of any proposed rescission, amendment or addition must be sent to all members not less than 3 (three) weeks before the date of the meeting at which such proposals, having been included and sent out with the notice and agenda of the said meeting, are to be considered.

11.6 A quorum at all general meeting of the Centre, both special or otherwise, shall be at least one quarter of the members of the society or twenty five members personally present whichever shall be the lesser.

11.7 CHAIRMANSHIP AT MEETINGS

At all general meetings the chairperson of the Board of Trustees or failing him for whatever reason, the vice-chairperson of the Board of Trustees may preside but if he declines, then anyone appointed by the members at the meeting shall act chairperson. At all committee meetings the chairperson or failing him the vice-chairperson of the relevant committee shall act as chairperson. If, after due regard for the foregoing provisions of this Clause, no chairperson is present ten minutes after the time appointed for meeting, then those members entitled to be present shall, by a show of hands, elect a chairperson for the particular meeting.

11.8 QUORUM

If there is no quorum within 30 minutes of the time appointed for a meeting, that meeting shall be adjourned for a period of not less than seven days. At the resumed meeting those present shall constitute a quorum for that meeting.

11.9 VOTES

At all meeting each member present shall have one vote. In the case of equality of votes, the chairman of the meeting shall have a casting vote as well as a deliberative vote.

12 FINANCE

12.1 The Centre's financial year shall run from 1st January to 31st December unless another period is required by operation of law. All funds received pursuant to the work of the Centre and its branches shall be paid into accounts kept therefore on the instructions of the treasurer. In regard to the keeping of

accounts, to all payments and to the receipt, custody and investment of the Centre's funds, the treasurer shall act accordingly to the instruction of the board of trustees. Cheques shall be signed by at least two persons authorized by the board of trustees.

12.2 All funds received pursuant to the work of the Centre shall be paid into a banking account of the centre. Any accounts held by the centre shall require the authorization and signature of at least 2 (two) persons authorized by the Executive Committee for this purpose, one of which shall be the treasurer of the Executive Committee.

12.3 The treasurer shall ensure that financial statements and balance sheets duly audited by the auditor the Centre is properly drawn, available timeously for presentation at the annual General Meeting.

12.4 The Centre is a non-profit making organization and it shall therefore not declare or otherwise divide profits amongst or for the benefit of its members.

13. LIMITATION OF RIGHTS AND LIABILITIES OF MEMBERS

Membership of the Centre does not and shall not give to any member proprietary right, title or claim to, or any interest in, any of the property or assets of the Centre, nor does a member of such membership incur any personal financial liability in respect of any claim or action brought against the Centre.

14. CANCELLATION OF MEMBERSHIP

14.1 If the Executive Committee believes that the membership of a member should be cancelled it shall give such member not less than fourteen days notice in writing that he shall be entitled to appear before it personally or accompanied by a representative to oppose the proposed cancellation of his membership. When giving such notice the Executive Committee shall inform such member of the reasons for the proposed cancellation of his membership.

14.2 If:

14.2.1 the member shall fail to appear; or

14.2.2 the Executive Committee consider that the representations made to it do not justify continued membership;

The Executive committee shall be entitled to cancel his membership and notify him accordingly in writing, provided however, that such member shall have the right to appeal against such a decision to the Board of Trustees convened for that purpose. Should such a member appeal to the Board of Trustees as aforesaid, then in such event, the Executive committee shall prepare written reasons for its decision to cancel the membership of such member and to the Board of Trustees at least 1 (one) week before the hearing of the appeal by the Board of Trustees. The appeal shall be held informally and the procedure to be followed shall be set down by the Board of Trustees. The decision of the Board of Trustees shall be final and binding.

15. LEGAL ACTION

The Centre shall sue in the name of Portuguese cultural and Welfare Centre. Powers to sue or defend shall be signed and approved by both the Executive Committee and the Board of Trustees.

16. DISSOLUTION OF THE CENTRE

The Centre may be dissolved if a least two-thirds of the members present and voting at a general meeting of members convened for the purpose of considering such a matter are in favour of dissolution. Not less than twenty one days notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question is dissolution of the Centre and disposal of its assets will be considered. The Quorum for such a meeting shall be the same as that required for all general meetings more specifically dealt with in clause 11 hereof. If there is no quorum at such a general meeting, the meeting shall stand adjourned for one week at the same time and place and the members attending such adjourned meeting shall constitute a quorum.

17. DISTRIBUTION OF ASSETS

If upon dissolution of the Centre there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members but shall be delivered to another non-profit organisation in the Western Cape with similar aims and objectives to any one of the objectives set out in Clause 4 herein. In the event of a dispute as to which organisation/s shall be entitled to such assets, then and in such event the decision shall be made by the Portuguese Consulate General or his delegated representative at the time, who shall decide in his sole discretion as to which organisation/s shall benefit from the aforesaid assets.

Passed by resolution dated: March 2007