

## **IMMANUEL MINISTRIES**

### **CONSTITUTION**

1. The name of the Association shall be the Immanuel Ministries hereinafter referred to as the "Association".
  
2. **Legal Status**
  - 2.1 The Association is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
  
  - 2.2 All actions or suits, proceedings-at-law or any arbitration shall be brought by or against the Association in the name of the Association and the committee may authorise any person or persons to act on behalf of the Association and to sign all such documents and take all steps as may be necessary in connection with any such proceedings.
  
3. Notwithstanding anything to the contrary herein contained:-
  - 3.1 The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association;
  
  - 3.2 The income and assets of the Association shall be applied solely for the investment and for the objects for which it is established;
  
  - 3.3 No part of the income or assets of the Association shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person subject to the provisions of clause 18.1.1;
  
  - 3.4 The Association shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members any premises or

continuous services of facilities for the purpose of carrying on any business, profession or occupation.

#### **4. Rights of Members**

4.1 Membership of the Association in any of the classes of membership does not and shall not give any member of any class a right to any of the moneys, property or assets of the Association but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the committee may from time to time impose.

4.2 A member whose application for membership has been accepted shall be bound by the constitution, rules and by-laws of the Association, and of any branch or section thereof, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the constitution, rules and by-laws by reason of the fact that he may not have received a copy thereof.

5. The liability of members of any class is limited to the amount of unpaid subscriptions, if any, or other moneys owing by them to the Association.

#### **6. Objects**

The objects of the Association shall be to:

6.1 Evangelize and preach the Gospel of Jesus Christ to all members of the public, including children.

6.2 Assist poor people with food, clothing and other necessities.

6.3 Training adults and children in life skills for employment and self help.

6.4 Presenting Bible Study sessions to groups in detention (Knysna).

7. Subject to the provisions of clause 3 above, the Association shall have all such powers as are necessary for the proper attainment of the objects set out in clause 6 above and shall, in particular, have the following express powers:

- 7.1 to establish and publish a newsletter for the benefit of its members and/or interested persons;
  - 7.2 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise, concerning the affairs of the Association;
  - 7.3 to open and manage bank accounts in the name of the Association;
  - 7.4 to invest and deal with any moneys of the Association not immediately required for the purposes of the Association;
  - 7.5 to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objects are similar or partly similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association, provided that no subscription be paid to any such other association out of the funds of the Association except *bona fide* in furtherance of the interests of the Association;
  - 7.6 subject to the provisions of clause 3 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.
8. Classes of members: There shall be the following classes of members of the Association, namely:
- 8.1 Ordinary members;
  - 8.2 Honorary members;
  - 8.3 Corporate members;
  - 8.4 Special members.
9. The persons eligible for the various classes of membership of the Association shall be as follows:
- 9.1 Ordinary members – any person who attained the age of 18 (eighteen) years shall be eligible for membership as an ordinary member of the Association

subject to such conditions as the committee may impose upon such person on election.

- 9.2 Honorary members – the president and any honorary vice-president of the Association shall be honorary members of the Association subject to these rules. The committee may at any general meeting of the Association propose such honorary members for election by a majority vote of the members present at the meeting, to hold office until the conclusion of the next annual general meeting.
- 9.3 Corporate members – any charitable, service organization and any statutory body or juristic person which does not, in the opinion of the committee, exist for the purposes of gain, shall be eligible for membership as a Corporate member.
- 9.4 Special members – the committee may, in its discretion and subject to such conditions as it may prescribe, admit persons and organizations as special members.

## 10. **Election of members**

- 10.1 Except in the case of honorary members, applications for membership shall be in writing upon such form or forms as the committee may from time to time decide and shall contain such information and particulars together with such verification thereof, as the committee may require.
- 10.2 The committee shall have the right from time to time to vary, amend or alter the form or forms of application and/or proposal for membership in any class, and may prescribe different forms for different classes of membership.
- 10.3 Candidates for membership shall be elected by a majority vote of the committee of the Association or a subcommittee appointed by it. For the purpose of the election of candidates for membership, the quorum of the committee or of the subcommittee shall be 2 (two) members.
- 10.4 In no circumstances shall the committee, the subcommittee or any member thereof be requested or required to give any reason for any decision in connection with any such application for membership.

- 10.5 Should any ineligible candidate be inadvertently admitted as a member in any class of membership, the committee may declare his election void, and it shall give him notice to that effect, and it may in its sole discretion return to such candidate any subscription or entrance fee paid by him (if any) and he shall cease to be a member in any such class of membership to which he was inadvertently admitted, and his name shall be erased from the register of members.
- 10.6 On the election of a member in any class, the secretary of the Association shall notify such person, and he shall be entitled, on application therefor, to a copy of the constitution and by-laws of the Association.
- 10.7 The first ordinary and corporate members of the Association shall be the subscribers to this constitution whose names and signatures appear below.
11. **Resignation** – a member may resign his membership by notice to the secretary of the Association given prior to the date upon which his next subscription becomes due (if any).
12. The entrance fees (if any) for the various classes of membership shall be such as the committee may from time to time determine and such fees shall be paid with the lodging of the application for membership and if not so paid, the application shall be invalid.
13. **Subscriptions.** The annual subscription for membership in any class shall be such sum as the committee may from time to time determine (if any).
14. **Payment of Subscriptions (if any)**
- All subscriptions (if any) shall become due on the first day of the month of admission as a member of the Association each year.
15. **Re-instatement and re-admission of Members.**
- The committee shall have power to re-admit a member, who for any reason has relinquished membership of the Association, on such terms and conditions as the committee shall determine in each particular case.
16. **The Committee**

16.1 Subject to sub-clause 16.2 below, the committee shall consist of:

16.1.1 any honorary president or honorary vice-president who will be ex-officio members of the committee;

16.1.2 not more than 2 (two) persons who shall be elected to the committee;

16.2 Until the first annual general meeting of the Association the committee shall consist of \_\_\_\_\_ and \_\_\_\_\_ who are deemed elected under sub-clause 16.1.2 above. This committee shall have the powers of co-option.

## 17. **Election of Committee**

17.1 Each elected member of the committee shall hold office for the period concluding with the end of the annual general meeting of the Association after that in which he was elected and, upon the expiry of such period, such member shall automatically retire from office but shall still be eligible for nomination and re-election as a member of the committee, provided that he retains his qualification.

17.2 Nominations in writing for the office of member of the committee shall be signed by two ordinary members of the Association and delivered to the secretary at least 7 (seven) days before the date fixed for the holding of the annual general meeting of the Association at which election shall take place.

17.3 No member, save for a retiring elected member of the committee, may stand for election as a member thereof unless nominated in terms of sub-clause 17.2 above.

17.4 At the annual general meeting voting for the election of members of the committee shall be by way of ballot of those members present or by show of hands as the chairman may decide.

## 18. **Management of the affairs of the Association**

18.1 The management and control of the affairs of the Association shall vest in the committee which shall have full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as are

in these rules specially reserved to be dealt with at a general meeting of members. In addition to the general powers and authorities hereby conferred on the committee, and without in any way limiting such powers and authorities, the committee shall have the following further special powers:

- 18.1.1 to appoint such agents, officers, clerks and servants for permanent, temporary or special services as they think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as they may think fit, and to suspend or discharge any such persons at their discretion;
- 18.1.2 to execute in the name of the Association any contracts;
- 18.1.3 to refer any claim or demand by or against the Association to arbitration and to perform, or refuse to perform, the award;
- 18.1.4 to make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association;
- 18.1.5 to appoint persons who shall be entitled, on behalf of the Association, to sign bills of exchange, cheques, receipts and negotiable instruments;
- 18.1.6 to make, vary and repeal by-laws for the regulation of the affairs of the Association, its officers and servants, or the members of any class of the Association, its officers and servants provided that such are not inconsistent with or contrary to the constitution herein contained;
- 18.1.7 to delegate to any sub-committee or sub-committees or any of the authorities conferred on the committee by these rules (save under clause 29(3) below) and such sub-committee shall have such powers as may be conferred on it at the time of its appointment, or thereafter, by the committee of the Association and to be subject in all respects to such rules and by-laws or instructions as may from time to time be framed, given or approved by the committee;

18.1.8 to establish sections and branches of the Association and determine their functions;

18.1.9 to fix the remuneration of the Association's auditor or auditors.

18.2 The Association in general meeting may review, approve or amend any decision of the committee, but no such decision of the Association shall invalidate any action taken by the committee in accordance with these rules.

**19. Termination of office of committee members**

19.1 Any member of the committee absenting himself without leave of the committee for more than 3 (three) consecutive meetings held over a period of more than 30 (thirty) days, of which due notice has been given, shall cease to be a member of the committee.

19.2 Any member of the committee who ceases to hold the necessary qualifications shall cease to be a member of the committee.

19.3 In the event of any member of the committee elected to such office at any annual general meeting ceasing to hold the necessary qualifications or ceasing to be a member of the committee for any reason whatsoever, the committee shall have the power to fill such vacancy for the remainder of the period of office of such member.

**20. Meetings of the committee**

20.1 The committee shall, at its first meeting after the annual general meeting of the Association, elect one of its members as chairman of the committee and of the Association and another of its members as vice-chairman of the committee and vice-chairman of the Association. Should both the chairman and vice-chairman not be present at any meeting of the committee, the members thereof present shall elect from their number a chairman for that meeting.

20.2 The committee shall meet at least twice in each year. At least 2 (two) weeks' notice shall be given of all meetings of the committee unless all members of the committee agree to accept shorter notice.



- 20.3 The quorum for a meeting of the committee shall be 2 (two) members present at the commencement of and throughout the meeting. Any decision of the committee shall be by majority vote by show of hands of those present. Each person entitled to be present and to vote shall have one vote and the chairman of the meeting shall have a casting vote in addition to his deliberative vote. No voting by proxy shall be permitted.
- 20.4 The secretary of the Association shall convene a special meeting of the committee on the instructions of the chairman of the Association or upon the written request of at least 2 (two) members of the committee.
- 20.5 The committee shall cause a register of all members of the Association, together with their addresses, and proper accounting records to be kept and it shall further cause minutes to be kept of the appointment of officers and names of members of the committee present at any meeting, together with minutes of all resolutions and all proceedings taken at any such meeting. All such minutes shall be duly entered into books properly kept and provided for that purpose. Any such minutes, or an extract therefrom, signed by the chairman, shall be received as *prima facie* evidence of the matters therein stated.
- 20.6 Members of the committee serve in a personal capacity and not as representatives of any members or organizations.
- 20.7 A resolution in writing which is signed by all members of the committee and inserted in the minute book of the committee shall be as valid and effective as if passed at a meeting of the committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the committee, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last member of the committee entitled to sign it.
- 20.8 All acts done by any meeting of the committee or by any person acting as a member of the committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any person of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee.

20.9 The inadvertent omission to give notice of any meeting of the committee shall not invalidate the proceedings at any such meeting.

20.10 The proceedings of the committee shall be valid notwithstanding any temporary vacancy in the committee.

## **21. Annual General Meeting**

21.1 The annual general meeting of members of the Association shall be held at such time and place as the committee may determine as soon as may be after the first day of July in each year.

21.2 Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter to each of the members of the Association at his registered address as appearing in the register of members, at least 2 (two) weeks before the date fixed for the holding of such meeting.

21.3 The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

21.4 Notice of the terms of any resolution to be proposed at an annual general meeting, other than concerning ordinary and general business, shall be lodged with the secretary at least 14 (fourteen) days before the date fixed for such meeting.

21.5 Notice of any proposed resolution adding to, repealing or amending any of these rules or any part of the constitution shall be given as provided in clause 28(2) below.

## **22. Proceedings at annual meeting**

22.1 At the annual general meeting the committee shall present an audited balance sheet and income statement drawn as at end of February of the preceding financial year, together with its report.

22.2 The ordinary business to be done at an annual general meeting shall be as follows:

22.2.1 to confirm the minutes of the previous annual general meeting and any special general meeting held since the previous annual general meeting;

22.2.2 to receive and consider the report of the committee and the financial statements for the preceding financial year with the auditors report thereon;

22.2.3 to elect a president of the Association nominated by the committee;

22.2.4 to elect any vice-presidents of the Association nominated by the committee;

22.2.5 to elect 2 (two) persons chosen from the representatives of corporate members;

22.2.6 to elect other members of the committee;

22.2.7 to elect the Association's legal adviser;

22.2.8 to elect the Association's auditor;

22.2.9 to consider and to pass, with or without modification, any resolutions concerning the affairs of the Association of which due and property notice has been given and any other business concerning the affairs of the Association.

### 23. **Special general meetings**

23.1 The committee may at any time, through the secretary, call a special general meeting of members by giving not less than 14 (fourteen) days notice to members specifying for what object of objects the meeting is called.

23.2 The secretary shall convene a special general meeting of members of the Association, upon receiving a requisition in that behalf signed by not less than 2 (two) ordinary members, specifying any resolution or resolutions proposed to be

moved or other business to be discussed. The secretary shall post to each member at his registered address a copy of such notice at least 14 (fourteen) days prior to the holding of the meeting.

23.3 The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

24. **Quorum at general meetings**

The quorum for a general meeting of members shall be 2 (two) members entitled to vote thereat; provided that if no quorum be present within 15 (fifteen) minutes after the time fixed for the meeting it shall, in the case of an annual general meeting or a special general meeting called by the committee, be postponed to the same date and hour in the following week and at such adjourned meeting, the ordinary members present shall be deemed to be a quorum for the transaction of the business of the meeting. In the case of a special general meeting called by requisition of members, if no quorum is present upon the date fixed, and within 15 (fifteen) minutes after the time fixed for the meeting, it shall be dissolved.

25. **Chairman at general meetings**

The chair at all general or special general meetings of the members of the Association shall be taken by the chairman of the Association or, in his absence, by the vice-chairman. Should both be absent, the members present shall elect a chairman for that meeting from among the other members of the committee present, if any, or failing their presence, a chairman shall be elected, being a person who is entitled to vote at an annual general meeting, from among those members present.

26. **Adjournment of general meetings**

The chairman of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

27. **Voting**

- 27.1 Only ordinary and corporate members shall be eligible and entitled to vote at an annual or special general meeting of members of the Association and each such member shall have one vote.
- 27.2 In connection with the election of members of the committee, the voting shall take place as provided in clause 17 above.
- 27.3 Save as otherwise provided in this constitution, any business, resolution or question submitted in this meeting for decision shall be decided by majority vote of those present and entitled to vote and, in the first instance, by a show of hands. A corporate member and a special member may be presented by a representative whose identity has been notified to the secretary under clause 30. No proxies shall be permitted. The chairman of any such meeting shall have a casting as well as a deliberative vote, provided however, that a ballot may be demanded by not less than 2 (two) ordinary members present at the meeting. Should any such ballot be demanded, it shall be taken in such a manner and at such time and place as the chairman of the meeting may direct.
- 27.4 A declaration by the chairman of the meeting of the result of a show of hands or a ballot, as the case may be, shall be conclusive.

## 28. **Amendments to constitution**

- 28.1 The constitution of the Association, or any part thereof, as contained in these rules, shall not be repealed or amended, and no new rules shall be made, save by a resolution adopted by a majority of 2/3rds (two thirds) of ordinary members of the Association present at an annual or special general meeting of members of the Association, of which due and proper notice has been given.
- 28.2 14 (fourteen) days' notice of the intention to propose and move a resolution for the adoption of a new rule or the repeal or amendment of an existing rule and setting out the terms of such proposed resolution, shall be given to the secretary, who shall forthwith notify the committee and send a copy of such notice by post to each member of the Association at the address of each member appearing in the register of members.

## 29. **Interpretation**

29.1 Save where the context otherwise requires, singular words shall be deemed to import the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.

29.2 In case of *bona fide* doubt or dispute as to the meaning and interpretation of any of the rules and by-laws of the Association or in connection with any other matter whatsoever, the committee for the time being which rules thereon shall be the arbiter and its decision shall be binding upon the members of all classes of the Association, subject to any resolution of a general meeting of the Association thereon.

### 30. **Register of members**

All members shall communicate their addresses from time to time to the secretary who shall keep a register of the names of members and of their addresses. A corporate member and, in appropriate circumstances, a special member with the approval of the committee, shall notify the secretary from time to time the name or names of persons who are authorised to represent that corporate member or special member at meetings of the Association.

### 31. **General**

31.1 A copy of the rules and by-laws and of any repeal or amendment thereto or new rule effected from time to time shall be available for the inspection of the members upon application to the secretary. Every person, upon becoming a member of the Association, shall receive on request a copy of the rules of the Association as embodied in this constitution, or as amended from time to time, together with such by-laws as may be in force.

31.2 A special notice or account to a member shall be properly delivered by posting it to the member's registered address as appearing in the register of members. In the event of any member failing to register his address, or in the event of letters posted to the registered address being returned, such notice shall be considered as having been properly given by placing the same on the notice board or website of the Association.

### 32. **Indemnity**

Every member, officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own gross negligence, dishonesty or breach of trust.

33. **Winding-up**

The Association may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such resolution is passed by a majority of 2/3rds (two thirds) of the members present and entitled to vote at such meeting and, further, that such resolution is confirmed at a special general meeting held not less than 4 (four) weeks thereafter by a majority vote of members entitled to be present and vote thereon. In the event of such resolution being passed at the second special general meeting, that meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Association after winding-up and after the payment of all debts and obligations of the Association, provided that any surplus assets shall be given or transferred to some other Association or institution, with the objects similar to those of the Association.

34. **Financial Year**

The financial year end of the Association will be the 28<sup>th</sup> day of February of each year.