

CONSTITUTION
of
SPITSKOP SPECIAL NEEDS SCHOOL

Adoption of Constitution

This constitution was adopted by the board of the association:

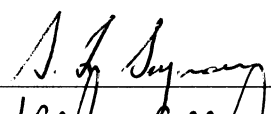
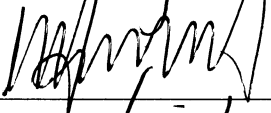
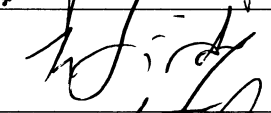
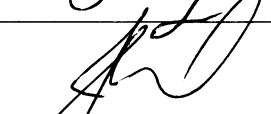

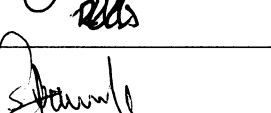
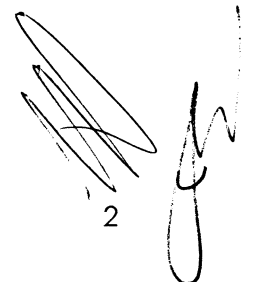
Name of Board member	Identity number	Signature	Date
Salomien . L . Snyman	651016 0042 083		14-08-2012
Michael . A. Vd Walt	620605 5162 082		14-08-2012
Hendrik. T. vd . Linde	670621 5113 081		14-08-2012
Jan . F . Davel	800611 5160 086		14-08-2012
Rubin . A . Els	630918 5031 084		14-08-2012
Sabelo . V . Gumede	720409 5311 081		14-08-2012

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1. Name, purpose and description of main business
 - a. The name of the association is Spitskop Special Needs School.
 - b. The shortened form of the name is "SSNS".
 - c. The main business of the association is to be a school that deal with all matters relating to the interests of children with mild to severe pervasive development disorders.
 - d. Application for admission must be accompanied by a report from a child psychologist, confirming a pervasive developmental disorder.
 - e. This report will enable "SSNS" to determine if its curriculum will be to the child's advantage or not.

2. Mission statement

The objectives of SSNS are to promote, develop and sustain services for the welfare, training and education of learners with mild to severe developmental disabilities. In furtherance of these objectives, the Board will seek to:

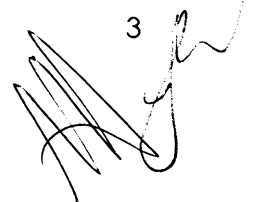
- a. Provide, maintain and expand educational services for learners with mild to severe developmental disabilities as resources permit.
- b. Collaborate with local and governmental authorities as well as other appropriate bodies and people in pursuance of its objectives.
- c. Maintain and develop advisory and support services for families who have a child in the school.
- d. Provide training on a continuing basis for staff members and encourage employees acquire relevant qualifications through further education.
- e. Foster and maintain close links with the community to prevent isolation of the learners and also to enlist their support.

3. Legal status

- a. The association, an association registered as a Non Profit entity, 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

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every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.

- b. 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 Board of Directors (hereafter called the Board) may authorize any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.
- c. References in this Deed indicating the masculine gender shall be read to include the feminine gender, unless it is clear from the context that only a specific is applicable.
- d. This Association will continue to exist notwithstanding changes in the composition of its membership or office-bearers.

4. A Non-Profit Association – Notwithstanding anything to the contrary herein contained:

- a. 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 or its individual members.
- b. The income and assets of the Association shall be applied solely for investment and for the promotion of the objects for which it is established.
- c. 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, except as remuneration for services rendered that are in line with this constitution.

5. Rights of members

- a. 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 board may from time to time impose and subject to the by-laws in force for the time being.
- b. A member whose application for membership has been accepted shall be bound by the constitution, rules and by-laws of the Association, and any branch or section thereof which are in force, and which may be altered or amended at any future time. No person shall be absolved from the effect and application of the constitution, rules and by-laws because he may not have received a copy thereof.

6. Liability of members

- a. The liability of members of any class is limited to the amount of unpaid subscriptions or other moneys owing to the Association.

7. Objectives

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- a. SSNS has a commitment to ensuring that learners with mild to severe developmental disabilities are offered a high quality service, specifically targeted at their unique special needs.

8. Powers of the Association

Subject to the provisions of clause 4 above, the Association shall have all such powers as are necessary for the proper attainment of the objects set out in clause 7 above and shall, in particular, have the following express powers:

- a. To facilitate and promote the mission statement;
- b. to acquire any movable or immovable property for the Association calculated to benefit the Association and to advance its objectives and to maintain, improve and alter any of the Association's property;
- c. 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;
- d. To open bank accounts in the name of the Association and to operate such an account connected with the business and affairs of the Association;
- e. To invest and deal with any money of the Association not immediately required for the purpose of the Association;
- f. To secure the fulfilment of any contracts or engagements entered into by the Association by the mortgage of all or any part of the property of the Association;
- g. To subscribe to or become a member of any association or society whose objectives are similar or partly similar to those of the Association;
- h. To borrow or money by mortgaging all or any part of the property of the Association;
- i. Subject to the provisions of clause 4 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

9. Classes of Membership

There shall be the following classes of members of the Association, namely:

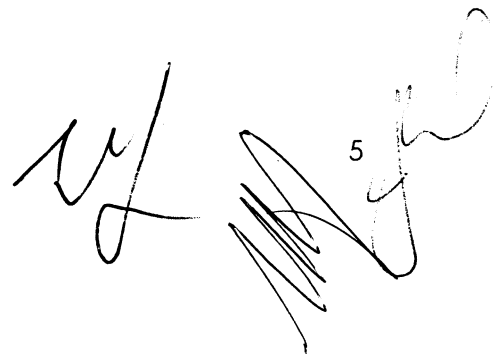
- a. Ordinary members
- b. Honorary members
- c. Special members

10. Qualification for membership

The person eligible for the various classes of membership of the Association shall be as follows:

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- a. Ordinary members: Any person who has an interest in the Mission Statement shall be eligible for membership as an ordinary member of the Association subject to such conditions as the Board may impose upon such person on election
- b. Honorary members: At any annual general meeting of the Association, the Board may propose honorary members of the Association to be elected by a majority of the members present at such meeting, and any such honorary life member shall be subject to the rules and regulations of the Association and enjoy the privilege of membership without payment of subscription.
- c. Special members: The Board may, in its discretion and subject to such conditions as it may prescribe, admit persons and organisations as special members.

11. Election of members

- a. Except in the case of honorary members, application for membership shall be in writing. The Board will be considered whether such an application will be successful or not.
- b. The Board shall have the right to develop and amend an appropriate membership application form.
- c. If at any time after the election of a member it shall appear that he has been elected under a misrepresentation or mistake as to identity, the board shall have the power to cancel such election. This person shall cease to be a member of the Association and his name shall be erased from the register of members and he shall have no claim against the Association for damages, return of entrance fee, deposit or subscription, on any grounds whatsoever. The board shall be entitled to return such fee, if they consider it proper.
- d. On the successful election of a member in any class, the Board shall notify such person and he shall be entitled to a copy of the constitution of the Association.

12. Resignation of Members

- a. A member has to resign in writing to the Board.

13. Entrance fees and subscriptions

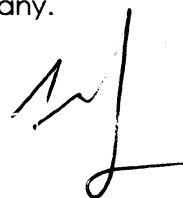
- a. The sum of the entrance fee for all classes of membership shall be decided by the board. The payment of entrance fees will be managed by the Board by using by-laws.

14. The Board – composition

- a. The Board comprises of a minimum of 3 directors, and a maximum of 6 directors that will be appointed for 3 years.
- b. There will be no ex officio directors of the company.

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15. Election of Board

- a. Upon the expiry of a board member's 3 year period, the board member shall automatically retire from office. Such retired board member will however be eligible for re-election as a member of the Board.
- b. A member of any class of the Association shall nominate board members in writing before the commencement of the Annual General Meeting.
- c. At the Annual General Meeting voting for the election of board members shall be by way of ballot. Proxy votes are allowed.

16. Management of the affairs of the Association

- a. The management and control of the affairs of the Association shall vest in the Board
- b. The Board shall have full power and authority to do any act, matter or thing, which could be done by the Association excepting such matters except matters that are reserved to be especially dealt with at a general meeting of members. The Board shall have the following special powers:
- c. To appoint agents, officers, clerks, and servants for permanent, temporary or special services and to invest them with such powers that they may think expedient. The Board will determine their duties and salaries, and may suspend or discharge any such persons at their discretion.
- d. To execute any contracts in the name of the Association.
- e. To refer any claim or demand by or against the Association to arbitration and to perform, or refuse to perform, the award.
- f. To make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association.
- g. To appoint persons who shall be entitled on behalf of the Association to sign bills of exchange, cheques, receipts and negotiable instruments.
- h. To make, vary and repeal by-laws for the regulation of the Association that are consistent with the constitution of the Association.
- i. To delegate tasks to standing committees that is accountable to the Board.
- j. To establish sections and branches of the Association and determine their functions.
- k. To decide on the sum of the remuneration of the Association's bookkeeper or accounting official.
- l. The financial year end of SSNS will be the end of February each year.

17. Termination of the office of board members

- a. Any member of the Board that is absent from board meetings for more than 3 consecutive meetings, shall cease to be a member of the board.
- b. Any member who ceases to hold the necessary qualifications shall cease to be a member of the board.

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- c. If a member ceases to be a member of the board, the board shall have the power of appointing a replacement board member for the remainder of the vacant board position.

18. Meetings of the Board

- a. The board shall, at its first meeting after the annual general meeting, elect office bearers as follows:
 - i. Chairperson of the board
 - ii. Vice-chairperson of the board.
- b. The board shall meet at least once every 3 months.
- c. A minimum of one week's notice shall be given of all board meetings.
- d. The quorum of all board meetings shall be 3 members throughout the meeting.
- e. Any decision of the board shall be by majority vote by show of hands.
- f. The chairperson shall have the casting vote in addition to his deliberate vote.
- g. No proxy votes shall be permitted at board meetings.
- h. The board shall cause a register of all members to be kept.
- i. The board shall keep minutes of all resolutions and proceedings at meetings.
- j. All approved minutes shall be signed and dated by the chairperson.
- k. Members of the Board shall serve in their personal capacity and not as representatives of any other organisations or groups of members.
- l. An inadvertent omission to give notice of any meeting of the Board shall not invalidate the proceedings at any such meeting.
- m. The proceedings of the board shall be valid notwithstanding any vacancy in the Board.

19. Annual General Meetings

- a. The AGM shall be held at a time and place as the board determines but not later than 1 September each year.
- b. Notice of the date, time and place for the holding of the AGM shall be made available to all members on the register at least 21 days before the date of the meeting.
- c. If a member for whatsoever reason did not receive said notice, this will not invalidate the holding of the meeting or the passing of any resolution thereat.
- d. Notice of the terms of any resolution to be proposed at an AGM shall be lodged with the Board before the commencement of the meeting.

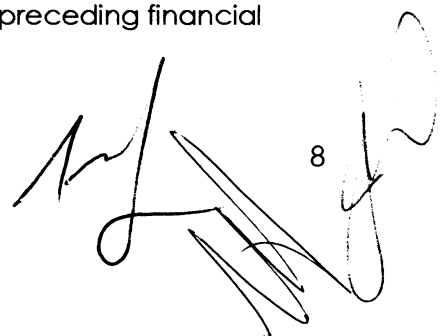
20. Proceedings at Annual General Meeting

- a. The Board shall present a balance sheet and income statement drawn by the accountants as at the last business day of the preceding financial year, together with its report.

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- b. Other business to be done at the AGM shall be:
 - i. To confirm the minutes of the previous AGM and any special general meeting since previous AGM.
 - ii. To received and consider the report of the Board.
 - iii. To fill any board vacancies by election.
 - iv. To consider and to pass, with or without modification, any resolutions concerning the affairs of the Association of which due and proper notice has been given.

21. Special general meetings

- a. The Board may at any time call a special general meeting of members by giving 21 days notice to members, specifying why the meeting is called.
- b. The Board has to call a special general meeting, if they receive a requisition signed by at least 3 ordinary members, specifying which resolutions are proposed or business which is to be discussed.
- c. If a member for whatsoever reason did not receive said notice, this will not invalidate the holding of the meeting or the passing of any resolution thereat.

22. Quorum at general meetings

- a. The quorum at general meetings shall be 10 members or 50% of members on the membership register.
- b. If no quorum is present after 30 minutes after the time fixed for the meeting, the meeting shall be adjourned and reconvened the same time and venue, one week later.
- c. If no quorum is present at the reconvened meeting, the meeting will go forward and all resolutions passed will be official.

23. Chairman at general meetings


- a. The chairperson of the Association shall be the chairman at all general meetings.
- b. In his absence, the vice-chairperson will be the chairman, and if he is not available, the meeting will elect a chairman for that specific meeting.

24. Voting at general meetings

- a. All members present are entitled to vote at general meetings and are entitled to one vote.
- b. Decisions shall be made by voting, either by a show of hands, or a closed ballot.
- c. The chairman shall have a casting as well as a deliberative vote.

25. Amendments to the constitution

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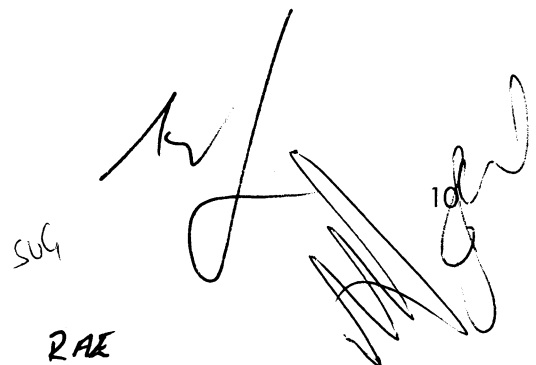
Handwritten signatures and initials in black ink. The initials 'RAE' are written in a bold, blocky font. To the right, there are several cursive signatures, including one that appears to be 'S04' and another that looks like 'RAE'.

- a. This constitution may only be amended or repealed by a resolution passed at a general meeting where 50% of the members present adopted such resolution.
- b. The board shall give members 21 days notice of the intention to propose to amend or repeal the constitution. This notice shall contain all proposed changes.

26. Misconduct of members

- a. A member shall be guilty of misconduct when the board is of the opinion that the member:
 - i. committed a breach of this constitution or the rules or by-laws of the Association
 - ii. is guilty of any improper conduct
 - iii. fail to make payment of any money due to the Association after due notice
 - iv. introduces into the Association or any meeting of the Association any person whose presence shall be prejudicial to the interests and reputation of Association
 - v. is guilty of improper behaviour within the Association's premises or outside them while representing the Association.
- b. The prescribed procedure for the hearing due to an investigation of a member's alleged misconduct:
 - i. The procedure is in the sole discretion of the board
 - ii. The member whose conduct is the subject of complaint and investigation, shall be informed in writing of the nature of the complaint
 - iii. The board has to take reasonable steps to ensure that this notice is brought to the member in question
 - iv. The member must have an opportunity to reply to the complaint in writing
 - v. The investigation and hearing will be concluded at a board meeting with the member present.
 - vi. The member in question will be informed in writing as to what the outcome of the investigation was.
- c. After a member has been found guilty of misconduct, the board may:
 - i. Expel the member
 - ii. Suspend a member for a specific period of time
 - iii. Request the member to resign
 - iv. Reprimand the member
 - v. Warn the member

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The image shows several handwritten signatures and initials in black ink. On the left, the letters 'SUG' are written vertically. Below that, 'RAE' is written. To the right, there are two large, stylized signatures. One signature is a simple, sweeping line that ends in a hook. The other is more complex, with multiple loops and a long tail. The number '10' is written near the bottom right of the signatures.

27. Right of appeal of member who was found guilty of misconduct

- a. If a member was found guilty of misconduct, he may lodge an appeal in writing within 21 days of being notified in writing of the outcome of the hearing.
- b. This appeal will take place at a special general meeting of members at the expense of the guilty member.

28. Register of members

- a. All members shall communicate their addresses from time to time to the board.
- b. The board shall keep a register of the names and addresses of members.

29. General:

- a. The board shall keep a copy of all rules and by-laws of the Association, which will be made available to members upon request.

30. Indemnity

- a. Every member, officer or employee 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 execution of his duties, unless the loss in question is cause by his own gross negligence, dishonesty or breach of trust.

31. Winding up

- a. The Association may be dissolved by a resolution passed at a special general meeting called for that purpose.
- b. Such resolution must be passed by a majority of two thirds of the members present.
- c. In event of such resolution being passed all assets of SSNS will be passed on to a non-profit organisation with similar objectives.

32. Financial Transactions

The association's financial transactions shall be conducted by means of a banking account.

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