



*Expect
The Spoken Word
To Open Whole New Worlds*

TAPE AIDS FOR THE BLIND

A Free National Library & Audio Production Service for the
Blind, Vision Impaired & Print Disabled

PBO 930000935 / 002-101 NPO

CONSTITUTION

Amended August 2015

1. NAME

- 1.1 The name of the Voluntary Association shall be "TAPE AIDS FOR THE BLIND" (hereinafter referred to as "the Association").

2. STATUS

- 2.1 The Association shall be an autonomous body having perpetual succession and a legal existence independent of its members.
- 2.2 The Association shall be able to sue and be sued in its own name.
- 2.3 The liability of members shall be limited to the amount of any donations made by them from time to time.

3. DEFINITION OF BLIND

- 3.1 The term "Blind" as used in this Constitution shall mean persons who are blind, vision impaired or who suffer from a print-disability. Blind and vision impaired shall include persons totally, partially or intermittently deprived of sight or temporarily or permanently so disabled as to make reading in the normal manner impossible or undesirable for practical reasons, during the continuance of such disability. Persons with print-disabilities shall include those who, due to blindness, partial sight, dyslexia, autism or physical impairments, cannot access visually represented information in the usual way. Such persons require the conversion of such information into an alternative format rendering it accessible via their remaining senses (hereinafter referred to as "Blind").

4. OBJECTIVES

- 4.1 The objectives of the Association are to care for and 'open whole new worlds' to the blind, vision impaired and print-disabled, to improve their quality of life and enable them to participate in education and society. These objectives shall be achieved by *inter alia*:
- 4.1.1 establishing, expanding and operating a library of sound-recorded material and for this purpose making recordings, copies or transcriptions from any source, for the benefit of and distribution and circulation to the Blind throughout South Africa, and in such other places as the Board may determine;
- 4.1.2 doing all such things as may be necessary for the improvement of services to the Blind;
- 4.1.3 maintaining communication with all members and donors;
- 4.1.4 associating and working with other persons or bodies in promoting the well-being of the Blind;
- 4.1.5 using its resources in ways which 'pay it forward' to the sighted needy;

- 4.1.6 maintaining, as far as possible, the principle of enlisting voluntary assistance in furthering the objectives of the Association;
 - 4.1.7 promoting the Association in a manner that encourages and generates ongoing funding for the Association; and
 - 4.1.8 generally doing all such things and carrying out all such undertakings as may be necessary for or incidental to its objectives.
- 4.2 These activities of the Association shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and shall be for the benefit of and widely accessible to the general public at large.

5. DISTRIBUTION OF PROFITS AND/OR ASSETS

- 5.1 No profits derived by the Association from any source whatsoever and no funds or other assets of the Association shall at any time be distributed amongst Members.

6. POWERS OF THE ASSOCIATION

- 6.1 To canvass for and accept donations, bequests, endowments, subsidies and any and all other benefits in cash or in kind for the Association from any source whatsoever provided that the Association shall be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act, 1956, as amended ("the Act"): Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole objective or purpose the carrying out of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 6.2 To invest, in the interests of the Association, any available funds in movable or immovable property or in any other manner, as may be deemed expedient.
- 6.3 To acquire by purchase, lease or otherwise, movable and immovable property, freehold and leasehold, and to use, donate, hire, sell and/or dispose of the same and to exercise all rights of ownership or possession.
- 6.4 To improve and/or develop any freehold or leasehold property of the Association and to utilise the said property for advancing its objectives.
- 6.5 To make non-financial donations and/or loans and to guarantee the performance of any contracts and obligations for any purpose that may be deemed expedient in the interests of the Association.

- 6.6 To affiliate with other organisations and associations having objectives similar to those of the Association, and to appoint representatives to such bodies.
- 6.7 To perform any act in furtherance of the interests of the Association and to do all such things conducive to the attainment of any of its objectives or it's more efficient functioning.

7. MEMBERSHIP

- 7.1 Members of the Association shall fall into two groups:
 - 7.1.1 **Library Members** shall be Blind persons as defined in clause 3, who are registered as Library Members with the Association.
 - 7.1.2 **Volunteer Members** shall be persons who serve the Association in a voluntary capacity and who have registered as such, by completing the form referred to in 7.3 and being accepted as member.
- 7.2 Each member, whether a Library Member or a Volunteer Member, shall have the right to vote at the AGM and at any Special General Meeting of members.
- 7.3 Application for Library and/or Volunteer Membership shall be on forms prescribed by the Board which shall have discretion to accept or reject any such application. In the case of a rejection, the Board will provide its reason for rejection, in writing, if so required.
- 7.4 A record of all members of the Association shall be kept at Headquarters. Members shall be obliged to supply updated contact and address details to the Association, whenever these details change.
- 7.5 The Board, in its discretion, shall have the right to terminate any membership and shall be obliged to provide its reasons for termination, in writing, if so required.

8. ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

- 8.1 The Annual General Meeting of the Association shall be held not later than the 31st of August in each year.
- 8.2 Special General Meetings may be convened by the Board or by written requisition signed by not less than FIFTY (50) members of the Association, and shall be held within six weeks of receipt of such requisition.
- 8.3 Notice of the date, time and place of any General Meeting of members shall be published in one issue of an English newspaper circulating nationally, and shall also be published on the Association's website, not less than 30 (thirty) and not more than 60 (sixty) days before the date of such meeting, which notice shall state that the Agenda of such meeting, including particulars of any motion to be introduced at such meeting is available upon request from the headquarters of the Association.

- 8.4 Nominations in writing of office bearers of the Association for the coming year and notice of any motion which any member may desire to submit to the Annual General Meeting shall reach the National Executive Director before 1st June of that year.
- 8.5 TWENTY-ONE (21) members present shall constitute a quorum at any General Meeting. If a quorum not be present the meeting shall be adjourned to such date as will enable written notice thereof to be posted to all members at least FOURTEEN (14) days in advance. At such adjourned meeting NINE (9) members shall constitute a quorum.
- 8.6 The Chairman of the Association shall preside at any General Meeting and in his absence the Deputy Chairman. Failing these, the members present shall elect a Chairman for the purposes of the meeting.
- 8.7 The business of the Annual General Meeting shall include:
- 8.7.1 Confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held during the previous twelve months;
- 8.7.2 Reports of the Chairman and the Treasurer and the National Executive Director;
- 8.7.3 Consideration of the audited financial statements;
- 8.7.4 The election of members to serve on the Board in terms of clause 11.1;
- 8.7.5 The appointment of a Registered Accountant and Auditor as Auditor;
- 8.7.6 Motions of which notice in terms of this Constitution have been given; and
- 8.7.7 General.
- 8.8 The Board shall, insofar as possible, arrange to provide for participation in a General Meeting by electronic communication through the Service Centres, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 8.9 Minutes shall be kept of all meetings of members, and shall be made available to members within sixty days, through the Service Centres or upon request.

9. HEADQUARTERS

- 9.1 The Headquarters of the Association shall be in Durban or at such other place as the Association, at a Special General Meeting called for such purpose, shall decide by a two-thirds majority of the votes exercised by members present.
- 9.2 The activities necessary to achieve the objectives of the Association shall be directed from Headquarters by the Board (as constituted by clause 11 hereof) and

shall take place throughout South Africa, and in such other places as the Board may determine.

10. OPERATIONAL STRUCTURE OF THE ASSOCIATION

- 10.1 The National Headquarters shall direct all operations and employees of the Association.
- 10.2 Production Centres with studios for recording of material shall be managed by employees of the Association.
- 10.3 Service Centres without studios shall provide library services for members and provide advice to the general public and shall be managed by employees of the Association.
- 10.4 Certain Production Centres and Service Centres may be combined, and these shall be called 'Service and Production Centres' and shall be managed by employees of the Association.
- 10.5 Library members and Volunteer members who are connected with certain Service and Production Centres and Service Centres may establish Library Member Committees and Volunteer Committees, by democratic election and in accordance with the rules for Committees adopted by the Governing Board from time to time.
- 10.6 Committees shall not be properly constituted until a record of members appointed has been reported in writing to the National Executive Director and the Governing Board has determined that such Committee has been duly established in terms of the rules, and has authorised the Committee to commence functioning.
- 10.7 The functions of such Committees shall be established in the rules for Committees adopted by the Governing Board from time to time.
- 10.8 Any disputes in any of the Committees which are not resolved by the democratic process of the Committee shall be submitted in writing to the National Executive Director for resolution, failing which they shall be referred to the Governing Board.

11. THE GOVERNING BOARD

- 11.1 The control of the policy and governance of the Association shall be vested in a Governing Board ("the Board") which shall have a minimum of ten members, and which shall be made up of:
 - 11.1.1 Nine Members to be elected at the Annual General Meeting;
 - 11.1.2 The National Executive Director who shall, *ex officio*, be a voting member of the Board (provided that he/she may not vote on any matter concerning

his/her contract of employment/performance or any matter concerning him/her personally, or upon any matter which he/she has proposed to the Board);

11.1.3 Such other persons as the Association may be obliged by law to appoint to its Board; and

11.1.4 Any other Co-opted members as per clause 11.3.2.

provided that:

11.1.5 A minimum of two Blind Members shall at all times serve on the Board;

11.1.6 Seven Volunteer Members shall be elected;

11.1.7 at least 3 of the Board members shall be persons who are not connected persons (as defined in the Act) in relation to each other,

11.1.8 all persons elected to the Board (or co-opted later) shall be members of the Association; and

11.1.9 no single person shall directly or indirectly control the decision-making powers of the Association.

11.2 The Board shall at its first meeting after the Annual General Meeting elect from its members a Chairman, a Deputy Chairman, and Treasurer.

11.3 The Board shall have the power to:

11.3.1 fill any casual vacancy on the Board.

11.3.2 co-opt up to three additional members, such co-opted members to have the right to vote.

11.4 Elected members of the Board shall hold office for two year periods, from after one Annual General Meeting to the conclusion of the Annual General Meeting two years later, and shall be eligible for re-election to the Board. Members of the Board shall stagger the endings of their terms of office so that no more than half of the Board's terms end at each Annual General Meeting.

11.5 Meetings of the Board shall be convened at its discretion but shall be held at least three times in each financial year.

11.6 Written notice of any Board meeting shall be posted or sent by electronic communication to Board Members at least fourteen (14) days prior to such meeting (or such shorter period as may be agreed by the Board), and shall include the Agenda thereof.

11.7 The quorum required for Board Meetings shall be six members present.

- 11.8 Any Board Meeting at which a quorum is not present, may be adjourned for a period not exceeding fourteen days or, at the discretion of the Chairman, matters under consideration may be voted upon and the decisions of such meeting submitted as recommendations to the next Board Meeting.
- 11.9 The Board (and any subcommittees that the Board may deem it necessary to establish) may conduct a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 11.10 The Chairman of the Association shall preside at all meetings of that body, or in his absence, the Deputy Chairman. Failing these, the Board members present shall elect a Chairman for the purposes of that meeting.
- 11.11 Each member shall have one vote and in the event of an equality of votes the Chairman shall have a casting vote.
- 11.12 The Board may consider a matter other than at a meeting, and may, instead of voting to make a decision at a meeting, adopt a decision by written consent of the majority of the Board, given in person or by electronic communication, provided that each member has received notice of the matter to be decided upon. A decision so made shall have the same effect as if it had been approved at a meeting. Each decision so made shall be recorded in writing and tabled for ratification at the next ensuing meeting of the Board.
- 11.13 The Board is empowered to make rules regarding the holding and conduct of its meetings and to delegate such of the powers vested in it, as it deems fit, to such sub-committees and persons as it may authorize.
- 11.14 All immovable property as well as all other rights and assets shall be vested in and registered in the name of the Association. Any alienation of or other dealings in the major portion of such assets shall be effected only by virtue of a resolution of the Board.
- 11.15 A Governing Board member shall vacate his/her office as such if:
- 11.15.1 he/she resigns;
- 11.15.2 his/her period of office terminates and he/she is not re-elected by the Annual General Meeting;
- 11.15.3 he/she is a member *ex officio* and ceases to occupy the relevant position or office;
- 11.15.4 he/she is found to be of unsound mind;
- 11.15.5 he/she becomes insolvent whether provisionally or finally, voluntarily or under compulsion, or assigns his/her estate for the benefit of or compounds with his/her creditors;

- 11.15.6 he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa;
- 11.15.7 he/she fails to attend three consecutive meetings of the Governing Board without having been excused from attendance by the remaining Board members; or
- 11.15.8 he/she is voted out of office by resolution of two-thirds of the Board members.

12. POWERS AND DUTIES OF THE GOVERNING BOARD

- 12.1 All of the business and affairs of the Association shall be governed and directed by the Governing Board which shall have full power to carry out all the objectives of the Association, and generally to exercise all the powers of the Association but subject always to the direction of any General Meeting provided that no such direction shall invalidate any prior act of the Board which would otherwise have been valid.
- 12.2 The Board shall be charged with the duties of providing strategic direction to the Association, implementing such measures as may be required for the long-term sustainability of the Association, and overseeing fundraising strategies.
- 12.3 Without prejudice to the general powers conferred upon the Board it is hereby expressly declared that it shall have the following powers, namely:
 - 12.3.1 To employ such staff and at such remuneration as may be deemed sufficient to enable the affairs and business of the Association to be properly conducted in accordance with the provisions of this Constitution and the furtherance of its objectives provided that the Association will not pay any remuneration, as defined in the Fourth Schedule of the Act, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objectives;
 - 12.3.2 To direct and control the finances of the Association;
 - 12.3.3 To approve rules covering the eligibility for Volunteer and/or Library membership;
 - 12.3.4 To make such other rules as it may deem fit for carrying out its functions; and
 - 12.3.5 To establish such Board sub-committees as it deems necessary to support or promote the business of the organisation, to appoint the members of such sub-committees and to determine the terms of reference of such sub-committees.

- 12.4 For the purposes of carrying out the objectives of the Association, the Governing Board shall appoint at an agreed remuneration a person to be known as the National Executive Director (or by such other title as the Board may from time to time determine) who shall be accountable for the administrative and operational control of the business and affairs of the Association, subject always to the directives and delegations of the Board.

13. FINANCE

- 13.1 The Financial Year of the Association shall be from the 1st day of April to the 31st day of March (both days inclusive) every year.
- 13.2 The Accounts and records of the Association shall be audited at the end of each financial year by a registered Accountant and Auditor appointed at the Annual General Meeting.
- 13.3 All funds received by the Association shall be used solely for the objectives for which the Association is established, or for investment for furtherance of these objectives, no funds will be distributed to any person other than in the course of undertaking any 'public benefit activity' (as defined in the Act) and no portion of the income or property of the Association shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Association in return for services actually rendered to the Association.
- 13.4 No activity of the Association will directly or indirectly promote the economic self-interest of any office-bearer or member of the Association, otherwise than by reasonable remuneration.
- 13.5 The Association shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.
- 13.6 The Association shall be prohibited from using its resources, directly or indirectly, to support, advance or oppose any political party.
- 13.7 All financial transactions of the Association shall be conducted by means of a banking account.

14. AMENDMENTS TO THE CONSTITUTION

- 14.1 Amendments to the Constitution shall be made only at either a Special General Meeting or the Annual General Meeting of which due notice has been given in terms of clause 8.3 and approved by a two-thirds majority of the votes exercised by members present.

- 14.2 Copies of such amendments shall, if the Association is exempted from payment of normal tax or authorised to issue receipts under section 18A of the Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative.
- 14.3 Copies of such amendments shall, if the Association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

15. LIMITATION OF RIGHTS AND LIABILITIES OF MEMBERS

- 15.1 Membership of the Association does not and shall not give any member any proprietary right, title or claim, nor any interest in the property or assets of the Association, nor does any member by such membership incur personal financial liability in respect of any claim or action brought against the Association.
- 15.2 Every member of the Governing Board, officer and every other person (whether an officer of the Association or not) employed by or working as a volunteer for the Association shall be indemnified out of the funds of the Association against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 15.3 No member, officer, volunteer or employee of the Association shall, unless the same happened through his/her own gross negligence, default, breach of duty or wilful misconduct or wilful breach of trust, be liable for:
- 15.3.1 loss or expense incurred by the Association through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested;
 - 15.3.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom funds or securities are deposited;
 - 15.3.3 any loss or damage caused by any error of judgment or oversight on his/her part; or
 - 15.3.4 any other loss, damage or misfortune whatever which occurs in the proper execution of the duties of his/her office, or in relation thereto.

16. LEGAL ACTION

- 16.1 The Association shall sue or be sued under the name "Tape Aids for the Blind", powers to sue or defend shall be signed by any TWO (2) members of the Board authorised to do so by resolution of the Board.

17. DISSOLUTION OF THE ASSOCIATION AND DISPOSAL OF ASSETS

17.1 The Association may be dissolved only at a Special General Meeting convened for that purpose and of which at least two months' written Notice shall have been given and providing that the resolution to dissolve is passed by a two-thirds majority of the votes exercised by members present.

17.2 If, on the dissolution of the Association, there remain any surplus funds or property whatsoever after all the debts and liabilities of the Association shall have been discharged, such surplus funds or property shall not be paid or distributed to its members, but shall be given or transferred to such other nonprofit organisation or organisations in the Republic of South Africa having objectives similar to those of the Association, as may be determined by

17.2.1 a majority of votes of the members of the Association present at a Final Special General Meeting, or

17.2.2 a Judge of the High Court of South Africa.

and which, if the Association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:

17.2.3 any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act, 1965, ("the Act");

17.2.4 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act, which has its sole or principal objective the carrying on of any public benefit activity; or

17.2.5 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Act; and if the Association is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.

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