

Constitution of the Voluntary Association
“Congo Ensemble”

Adopted at a Special General Meeting held on 3 June 2017

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1. Background

- 1.1. The Democratic Republic of Congo ("DRC") is undoubtedly one of the wealthiest countries in the world when considering both its natural endowments and its demographic capital. However, many Congolese citizens, both within and outside the country's borders, are yet to reap the fruits of their country's potential.
- 1.2. Whereas the path towards inclusive economic growth in the DRC is a long and complex one, it will necessarily meander past the initiatives of individuals unwilling to wait for an environment propitious to do everything, before doing something.
- 1.3. The main idea which has guided the setting up of Congo Ensemble is the desire to have a charitable organization that is driven and owned by Congolese who work together. The values that underpinned this initiative are those of humanness and patriotism. They should be shared by all members of the organization at all times.

2. Name of the Association

- 2.1. The name of the Association is "Congo Ensemble" (the "Association").

3. Objectives

- 3.1. The Association is a non-profit organization established for the following sole objective: "To engage in charitable activities in the Democratic Republic of the Congo and amongst the Congolese (Democratic Republic of Congo) diaspora residing in the Republic of South Africa or elsewhere in the world, especially in the areas of education, healthcare, women's rights and children's rights"

4. Legal Status

- 4.1. The Association is a body corporate with its own legal identity which is separate from its office-bearers and members. The Association will continue to exist even if the members change.

5. Income and Property of the Association

- 5.1. Members and office-bearers have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.
- 5.2. The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office-bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

6. Taxation of Association

- 6.1. The Association may apply to the Commissioner of the South African Revenue Service for approval as a Public Benefit Organization in terms of section 30 of the Income Tax Act. Upon approval, the provisions set out in Schedule B shall bind the Association.

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7. Powers of Association

7.1. The Association, acting through its Management Committee, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to:

- 7.1.1. to employ staff and hire professional and other services;
- 7.1.2. to institute or defend any legal or other proceedings and to settle any claims made by or against the Association;
- 7.1.3. to open and operate accounts with registered banks;
- 7.1.4. to make and vary investments and re-invest the proceeds of such investments;
- 7.1.5. to accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds;
- 7.1.6. with regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - (a) to purchase or acquire property and assets;
 - (b) to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
 - (c) to donate and transfer the property and assets of the Association to organizations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association;
- 7.1.7. to borrow and to use the property or assets of the Association as security for borrowing;
- 7.1.8. to guarantee the performance of contracts or obligations of any person on condition that such person is primarily engaged in activities which further the objectives of the Association;
- 7.1.9. to execute any act or deed in any deeds registry or other public office;
- 7.1.10. to work in collaboration with other organizations with the same or similar objectives;
- 7.1.11. to exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company; and
- 7.1.12. to carry out all the powers and authority of the Association in the Republic of South Africa and in any other part of the world.

8. Membership

8.1. The initial members of the Association shall be those persons whose names and signatures appear in Schedule A to this Constitution.

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8.2. The Management Committee may admit further members from time to time, provided such members comply with the following criteria:

- 8.2.1. being of Congolese (Democratic Republic of Congo) descent and/or nationality;
- 8.2.2. being a professional;
- 8.2.3. being at least 25 years of age;
- 8.2.4. having agreed to pay the monthly membership fee determined by the Management Committee, as ratified by a General Meeting; and
- 8.2.5. any other criteria determined from time to time by the Management Committee, as ratified by a General Meeting.

8.3. Membership is not transferrable.

8.4. Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member and written resignation.

8.5. Membership terminates if a member is removed by a resolution of the Management Committee, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Management Committee pertaining to the proposed termination.

8.6. The Management Committee must keep a register with the names and addresses of all the members.

9. Meetings of Membership

9.1. Annual General Meeting

9.1.1. Annual General Meetings shall be held within three (3) months of the end of each financial year.

9.1.2. Annual General Meetings shall be convened by the Chairperson of the General Meeting on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time, place and business of the Annual General Meeting, which business must include:

9.1.2.1. the presentation and adoption of the annual report of the Chairperson of the Management Committee;

9.1.2.2. the presentation and adoption of the annual financial statements;

9.1.2.3. the election of the Chairperson of the General Meeting for the following year, which Chairperson of the General Meeting shall be elected amongst the members of the Association;

9.1.2.4. the election of members to serve on the Management Committee for the following year;

- 9.1.2.5. the appointment of auditors;
- 9.1.2.6. ratification of the membership fee for the following year; and
- 9.1.2.7. Other matters as may be considered appropriate.

9.2. Special General Meetings

- 9.2.1. The Management Committee or not less than one-third of the members may call a Special General Meeting of the Association at any time. At least fourteen (14) days' written notice must be given to all members stating the date, time, place and business of the Special General Meeting. If the Management Committee fails to give notice within seven days of the request of one-third of the members, such members shall be entitled themselves to give notice of and to convene the meeting.

9.3. Powers of the General Meetings

- 9.3.1. The members in a properly convened General Meeting of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in General Meeting may review, approve or amend any decision taken by the Management Committee but no such resolution of the Association shall nullify any earlier resolution taken by the Management Committee in accordance with the provisions of this Constitution. In the context of this section 9.3.1, "nullify" shall mean undoing a decision, so as to create the situation that would have existed would the decision not have been taken.

9.4. Procedures at General Meetings

- 9.4.1. The members may regulate their meetings and proceedings as they find fit, subject to the following:
 - 9.4.1.1. The Chairperson of the General Meeting shall chair all General Meetings.
 - 9.4.1.2. General Meetings of the Association may be conducted face-to-face or electronically, in any manner allowing members to be present and participate through electronic means.
 - 9.4.1.3. If the Chairperson of the General Meeting is not present within fifteen minutes of the appointed time of the meeting, the oldest member present who is not part of the Management Committee shall chair such meeting.
 - 9.4.1.4. All members of the association shall be entitled to attend General Meetings of the Association, either in person or by proxy, which proxy can be given only to another member of the Association.
 - 9.4.1.5. The quorum for General Meetings of the Association shall be one quarter of the members of the Association.
 - 9.4.1.6. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within

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fourteen days thereafter. Notice, as provided for in this Constitution, must be given to all members of the Association of such adjournment.

- 9.4.1.7. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, or represented by proxy, shall deem to constitute a quorum for that meeting.
- 9.4.1.8. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third of the members present, or represented by proxy.
- 9.4.1.9. Each member present or represented by proxy shall be entitled to one (1) vote.
- 9.4.1.10. Except where this Constitution requires a higher threshold, questions arising shall be decided by a majority of the votes. Should there be an equality of votes the Chairperson of the General Meeting shall have a casting or second vote.
- 9.4.1.11. Proper minutes and attendance records must be kept of all General Meetings. The Chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

10. The Management Committee

- 10.1. All members of the Management Committee shall be members of the Association. The Management Committee shall be elected by the members of the Association at the Annual General Meeting. The initial Management Committee shall be elected by the members of the Association at the Special General Meeting adopting this Constitution.
- 10.2. The Management Committee shall comprise at least three (3) members and at most ten (10) members. The membership of the Management Committee shall comprise:
 - 10.2.1. a Chairperson of the Management Committee, whose role is further defined in section 11 of this Constitution;
 - 10.2.2. a Treasurer, whose role is further defined in section 11 of this Constitution;
 - 10.2.3. a Secretary, whose role is further defined in section 11 of this Constitution; and
 - 10.2.4. additional persons or roles, as deemed necessary by the General Meeting.
- 10.3. Each member of the Management Committee shall be elected for only one (1) of the roles mentioned in sections 10.2.1 through 10.2.4 of this Constitution.
- 10.4. The term of each member of the Management Committee shall commence on the date of the General Meeting electing him/her and shall continue until the date of the next Annual General Meeting following such election.

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10.5. The Management Committee may co-opt additional non-voting members on the Management Committee, members of the Association, as it may consider appropriate and for such a period as it considers appropriate.

10.6. The office of a Management Committee member shall be vacated if such member:

10.6.1. resigns; or

10.6.2. becomes unfit and/or incapable of acting as such; or

10.6.3. would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or

10.6.4. is removed by a General Meeting, by resolution adopted by at least two-thirds (2/3) of its members.

10.7. The Management Committee must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Management Committee members to less than three (3). The next General Meeting must confirm the office of any Management Committee member so appointed, otherwise it will lapse.

10.8. The Management Committee shall manage the affairs of the Association in accordance with the resolutions of members in General Meeting.

10.9. The Management Committee may delegate any of its powers or functions to a committee, provided that: such delegation and conditions are reflected in the minutes for that Management Committee meeting, at least one Management Committee member serves on the committee, the Management Committee in advance approves all expenditure incurred by the committee, and the Management Committee may revoke the delegation or amend the conditions.

11. Chairperson of the Management Committee, Treasurer and Secretary

11.1. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Chairperson of the Management Committee, the powers and responsibilities of the Chairperson of the Management Committee shall be the following

11.1.1. the overall coordination and management of the Association;

11.1.2. the management of relationships with both internal and external stakeholders of the Association;

11.1.3. chairing the meetings of the Management Committee and the General Meetings; and

11.1.4. implementing decisions taken by the Management Committee.

11.2. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Treasurer, the powers and responsibilities of the Treasurer shall be the following:

11.2.1. the financial management of the Association;

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- 11.2.2. collection of membership fees, donations, subsidies and other financial resources of the Association; and
 - 11.2.3. keeping the records and books of account of the Association and ensure the drawing up of annual financial statements.
- 11.3. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Secretary, the powers and responsibilities of the Secretary shall be the following:
- 11.3.1. the internal management of the Association;
 - 11.3.2. drawing up the notices and the minutes for meetings of the Management Committee and of General Meetings;
 - 11.3.3. drawing up all official correspondence of the Association;
 - 11.3.4. ensuring compliance of the Association with its Constitution and other governance documents.

12. Meetings of the Management Committee

- 12.1. The Management Committee may regulate its meetings and proceedings as it finds fit, subject to the following:
- 12.1.1. The Chairperson of the Management Committee shall chair the meetings of the Management Committee.
 - 12.1.2. Meetings of the Management Committee may be conducted face-to-face or electronically, in any manner allowing the Management Committee members to be present and participate through electronic means.
 - 12.1.3. If the Chairperson of the Management Committee is not present within fifteen minutes of the appointed time of the meeting, the Secretary shall chair such meeting. In both their absence, the Management Committee members present at the meeting shall elect a chairperson for that meeting.
 - 12.1.4. The Chairperson of the Management Committee shall convene a meeting of the Management Committee at least once per month and at the written request of any two members of the Management Committee.
 - 12.1.5. The quorum for a meeting of the Management Committee shall be two-thirds of the serving Management Committee members.
 - 12.1.6. If no quorum is present, the Management Committee may make no decision, except to preserve the assets of the Association and to call a General Meeting.
 - 12.1.7. Each Management Committee member present shall have one (1) vote.

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- 12.1.8. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson of the Management Committee shall have a casting or second vote.
- 12.1.9. Proper minutes and attendance records must be kept of all meetings of the Management Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.
- 12.1.10. A resolution signed by all members of the Management Committee shall be as valid as if passed at a duly convened meeting of the Management Committee.
- 12.1.11. The Management Committee may appoint employees upon such lawful terms and conditions as it may deem necessary.
- 12.2. Any actual, potential or perceived conflict of interest on the part of any member of the Management Committee, on a matter pertaining to the Association, must be disclosed in writing to the Management Committee which shall record such conflict of interest in the minutes of the Management Committee meeting. Such member may be requested by the Management Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.
- 12.3. All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Management Committee, must be treated as confidential and only the actual decisions may be disclosed to the general public.
- 13. Notices of Meetings**
- 13.1. All notices in terms of this Constitution must be given to members in writing, by electronic communication, to the address provided by the members.
- 13.2. The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- 13.3. A member present in person at any meeting shall be deemed to have received notice of such meeting.
- 13.4. If posted, notices shall be deemed to have been received seven (7) days after posting.
- 14. Finances and Reports**
- 14.1. The Management Committee must open a bank account in the name of the Association with a registered bank.
- 14.2. Cheques and other documents requiring signature on behalf of the Association shall be signed in accordance with a payment matrix determined by the Management Committee, as ratified by a General Meeting.
- 14.3. The financial year end of the Association shall be the last day of February of each year.

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bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

17. Disputes

- 17.1. In the event of a serious disagreement between the members of the Management Committee and/or the Association regarding the interpretation of this Constitution, any two (2) Management Committee members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Management Committee.
- 17.2. The Management Committee shall consider such declaration within two (2) weeks of receiving it. Should the Management Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it within such two (2) weeks' period, the dispute shall be referred to a mediator.
- 17.3. The person(s) declaring the dispute and the Management Committee must agree on a suitable mediator and to the cost of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 17.4. In the absence of agreement regarding a mediator within two (2) weeks of the expiry of the period mentioned in section 16.2, or should mediation not resolve the dispute within two (2) weeks of the appointment of the mediator, the dispute shall be referred to a competent court in the Republic of South Africa.

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SCHEDULE A

Schedule of First Members

No.	Name	Address	Date	Signature
1.	BINYINGO Olivier	10 Metcalf Avenue, 2192 Highlands North Extension, Johannesburg, South Africa	3 June 2017	
2.	KILUBA Timothy	42 Beverley Hills, Beverley Avenue, Bassonia, Johannesburg, South Africa	3 June 2017	
3.	MUBIMA Jean-Paul	1 Constantia Avenue, 2191 Bryanston, Johannesburg, South Africa	3 June 2017	
4.	MUKENGE Pascal	Apartment 206, Artisan Lofts, 264 Albertina Sisulu Road, Maboneng Precinct, Johannesburg, South Africa	3 June 2017	
5.	MVUDI Alain	10 Pruinosa Street, 24 The Palisades, Glenvista, Johannesburg, South Africa	3 June 2017	

Requirements for Approval as Public Benefit Organization

As provided for in Section 6 of this Constitution, the Association intends to apply to the Commissioner for South African Revenue Service for approval as a Public Benefit Organization in terms of Section 30 of the Income Tax Act. Upon approval, the Association shall:

1. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organization.
2. Ensure that no single person directly or indirectly controls the decision-making powers relating to the Association.
3. Be prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and be required to utilize its funds solely for the object for which it has been established.
4. 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; provided that a donor 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.
5. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation, or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
6. Submit to the Commissioner a copy of any amendment to this constitution.
7. Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
8. Comply with such reporting requirements as may be determined by the Commissioner.
9. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph 10(iii) of Part 1 of the Ninth Schedule of Act are utilized for the purpose for which they are provided.
10. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

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**MINUTES OF A MEETING OF THE FOUNDING MEMBERS OF
"CONGO ENSEMBLE"**

Date, Time & Venue

Date: 3 June 2017

Time: from 14h30 to 17h30

Venue: Afriwise Consult, Rosewood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston

Present

Olivier Binyingo (olivier.binyingo@afriwise.com)
Pascal Mukenge (bigpasc100@yahoo.com)
Alain Mvudi (almvudi@yahoo.fr)
Jean-Paul Mubima (jeanpaulsandy@gmail.com)
Timothy Kiluba (timkiluba@yahoo.com)

Absent

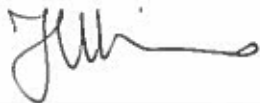
None

Agenda, Discussions & Decisions

No.	Item on Agenda	Discussions & Decisions
1.	Adoption of minutes of meeting held on 27 May 2017	<p>The participants at the meeting discussed the draft minutes of the meeting held on 27 May 2017.</p> <p>The minutes of the meetings held on 27 May 2017 were adopted by unanimous vote.</p>
2.	Constitution of the organization (discussion & adoption)	<p>The participants at the meeting discussed the amended draft constitution of Congo Ensemble circulated to all members on 31 May 2017. During the meeting, some further minor amendments were made to the draft constitution, after which the participants voted on the wording of the constitution.</p> <p>The draft constitution attached as Annexure A to these minutes was adopted by unanimous vote as the constitution of Congo Ensemble.</p>
3.	Election of members of the Management Committee and of the Chairperson of the General Meeting	<p>The following persons were elected by unanimous vote to the Management Committee:</p> <ul style="list-style-type: none">• Chairperson of the Management Committee: Alain Mvudi;• Treasurer: Timothy Kiluba; and• Secretary: Olivier Binyingo.

		Jean-Paul Mubima was elected by unanimous vote as the Chairperson of the General Meeting.
4.	Discussion around first activity to be organized by Congo Ensemble	<p>The participants at the meeting discussed ideas for activities to be organized by Congo Ensemble. Ideas were discussed for activities to be organized in the short term (e.g. settling the debts of women towards the hospital after having given birth; rewarding the best performers at the "Examen d'Etat"), in the medium term (e.g. donating books/creating libraries; donating medical equipment to hospitals) and in the long term (e.g. scholarships for the best performers at the "Examen d'Etat"; "adopting" a school or an orphanage; sustained support to child headed homes).</p> <p>It was decided by unanimous vote that Congo Ensemble would first examine the feasibility of giving a monetary reward to the 3 best performers at the "Examen d'Etat" of one specific school in Kinshasa. Alain Mvudi was tasked with carrying out research and reporting back at the next meeting.</p>
5.	Any other business	<ul style="list-style-type: none"> • Timothy Kiluba was tasked with researching what is required for Congo Ensemble to open a bank account • Membership contributions will commence as soon as the bank account has been opened and, thereafter, will be due before the 3rd of each month • Timothy Kiluba and Jean-Paul Mubima were tasked with the conception and creation of a membership database that is easily scalable • All members of Congo Ensemble are tasked with identifying relevant profiles that can be approached as new potential members of Congo Ensemble
6.	Date, time, venue and agenda for next meeting	<p>The next meeting has been scheduled for 19 June 2017 from 19h30 to <u>21h30</u> at Afriwise Consult, Rosewood House, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston.</p> <p>The agenda for such meeting is as follows:</p> <ol style="list-style-type: none"> (a) Adoption of the minutes of the meeting held on 3 June 2017; (b) Report back by Timothy Kiluba on the requirements for the opening of a bank account in the name of Congo Ensemble; (c) Report back by Alain Mvudi on the findings of the research carried out in relation to the envisaged first activity of Congo Ensemble; (d) Discussion around new potential members; (e) Any other business.

		The meeting on 19 June 2017 will be a meeting of the Management Committee, but the two founding members that are not part of the Management Committee, i.e. Pascal Mukenge and Jean-Paul Mubima, are invited to such meeting.
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Jean-Paul Mubima
Chairperson of the General Meeting

**Constitution of the Voluntary Association
“Congo Ensemble”**

Adopted at a Special General Meeting held on 3 June 2017

1. Background

- 1.1. The Democratic Republic of Congo ("DRC") is undoubtedly one of the wealthiest countries in the world when considering both its natural endowments and its demographic capital. However, many Congolese citizens, both within and outside the country's borders, are yet to reap the fruits of their country's potential.
- 1.2. Whereas the path towards inclusive economic growth in the DRC is a long and complex one, it will necessarily meander past the initiatives of individuals unwilling to wait for an environment propitious to do everything, before doing something.
- 1.3. The main idea which has guided the setting up of Congo Ensemble is the desire to have a charitable organization that is driven and owned by Congolese who work together. The values that underpinned this initiative are those of humanness and patriotism. They should be shared by all members of the organization at all times.

2. Name of the Association

- 2.1. The name of the Association is "Congo Ensemble" (the "Association").

3. Objectives

- 3.1. The Association is a non-profit organization established for the following sole objective: "To engage in charitable activities in the Democratic Republic of the Congo and amongst the Congolese (Democratic Republic of Congo) diaspora residing in the Republic of South Africa or elsewhere in the world, especially in the areas of education, healthcare, women's rights and children's rights"

4. Legal Status

- 4.1. The Association is a body corporate with its own legal identity which is separate from its office-bearers and members. The Association will continue to exist even if the members change.

5. Income and Property of the Association

- 5.1. Members and office-bearers have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.
- 5.2. The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office-bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

6. Taxation of Association

- 6.1. The Association may apply to the Commissioner of the South African Revenue Service for approval as a Public Benefit Organization in terms of section 30 of the Income Tax Act. Upon approval, the provisions set out in Schedule B shall bind the Association.

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- 7.1.2. to institute or defend any legal or other proceedings and to settle any claims made by or against the Association;
- 7.1.3. to open and operate accounts with registered banks;
- 7.1.4. to make and vary investments and re-invest the proceeds of such investments;
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- 7.1.6. with regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - (a) to purchase or acquire property and assets;
 - (b) to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
 - (c) to donate and transfer the property and assets of the Association to organizations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association;
- 7.1.7. to borrow and to use the property or assets of the Association as security for borrowing;
- 7.1.8. to guarantee the performance of contracts or obligations of any person on condition that such person is primarily engaged in activities which further the objectives of the Association;
- 7.1.9. to execute any act or deed in any deeds registry or other public office;
- 7.1.10. to work in collaboration with other organizations with the same or similar objectives;
- 7.1.11. to exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company; and
- 7.1.12. to carry out all the powers and authority of the Association in the Republic of South Africa and in any other part of the world.

8. Membership

8.1. The initial members of the Association shall be those persons whose names and signatures appear in Schedule A to this Constitution.

8.2. The Management Committee may admit further members from time to time, provided such members comply with the following criteria:

- 8.2.1. being of Congolese (Democratic Republic of Congo) descent and/or nationality;
- 8.2.2. being a professional;
- 8.2.3. being at least 25 years of age;
- 8.2.4. having agreed to pay the monthly membership fee determined by the Management Committee, as ratified by a General Meeting; and
- 8.2.5. any other criteria determined from time to time by the Management Committee, as ratified by a General Meeting.

8.3. Membership is not transferrable.

8.4. Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member and written resignation.

8.5. Membership terminates if a member is removed by a resolution of the Management Committee, provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Management Committee pertaining to the proposed termination.

8.6. The Management Committee must keep a register with the names and addresses of all the members.

9. Meetings of Membership

9.1. Annual General Meeting

9.1.1. Annual General Meetings shall be held within three (3) months of the end of each financial year.

9.1.2. Annual General Meetings shall be convened by the Chairperson of the General Meeting on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time, place and business of the Annual General Meeting, which business must include:

9.1.2.1. the presentation and adoption of the annual report of the Chairperson of the Management Committee;

9.1.2.2. the presentation and adoption of the annual financial statements;

9.1.2.3. the election of the Chairperson of the General Meeting for the following year, which Chairperson of the General Meeting shall be elected amongst the members of the Association;

9.1.2.4. the election of members to serve on the Management Committee for the following year;

- 9.1.2.5. the appointment of auditors;
- 9.1.2.6. ratification of the membership fee for the following year; and
- 9.1.2.7. Other matters as may be considered appropriate.

9.2. Special General Meetings

- 9.2.1. The Management Committee or not less than one-third of the members may call a Special General Meeting of the Association at any time. At least fourteen (14) days' written notice must be given to all members stating the date, time, place and business of the Special General Meeting. If the Management Committee fails to give notice within seven days of the request of one-third of the members, such members shall be entitled themselves to give notice of and to convene the meeting.

9.3. Powers of the General Meetings

- 9.3.1. The members in a properly convened General Meeting of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in General Meeting may review, approve or amend any decision taken by the Management Committee but no such resolution of the Association shall nullify any earlier resolution taken by the Management Committee in accordance with the provisions of this Constitution. In the context of this section 9.3.1, "nullify" shall mean undoing a decision, so as to create the situation that would have existed would the decision not have been taken.

9.4. Procedures at General Meetings

- 9.4.1. The members may regulate their meetings and proceedings as they find fit, subject to the following:
 - 9.4.1.1. The Chairperson of the General Meeting shall chair all General Meetings.
 - 9.4.1.2. General Meetings of the Association may be conducted face-to-face or electronically, in any manner allowing members to be present and participate through electronic means.
 - 9.4.1.3. If the Chairperson of the General Meeting is not present within fifteen minutes of the appointed time of the meeting, the oldest member present who is not part of the Management Committee shall chair such meeting.
 - 9.4.1.4. All members of the association shall be entitled to attend General Meetings of the Association, either in person or by proxy, which proxy can be given only to another member of the Association.
 - 9.4.1.5. The quorum for General Meetings of the Association shall be one quarter of the members of the Association.
 - 9.4.1.6. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within

fourteen days thereafter. Notice, as provided for in this Constitution, must be given to all members of the Association of such adjournment.

- 9.4.1.7. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, or represented by proxy, shall deem to constitute a quorum for that meeting.
- 9.4.1.8. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third of the members present, or represented by proxy.
- 9.4.1.9. Each member present or represented by proxy shall be entitled to one (1) vote.
- 9.4.1.10. Except where this Constitution requires a higher threshold, questions arising shall be decided by a majority of the votes. Should there be an equality of votes the Chairperson of the General Meeting shall have a casting or second vote.
- 9.4.1.11. Proper minutes and attendance records must be kept of all General Meetings. The Chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

10. The Management Committee

- 10.1. All members of the Management Committee shall be members of the Association. The Management Committee shall be elected by the members of the Association at the Annual General Meeting. The initial Management Committee shall be elected by the members of the Association at the Special General Meeting adopting this Constitution.
- 10.2. The Management Committee shall comprise at least three (3) members and at most ten (10) members. The membership of the Management Committee shall comprise:
 - 10.2.1. a Chairperson of the Management Committee, whose role is further defined in section 11 of this Constitution;
 - 10.2.2. a Treasurer, whose role is further defined in section 11 of this Constitution;
 - 10.2.3. a Secretary, whose role is further defined in section 11 of this Constitution; and
 - 10.2.4. additional persons or roles, as deemed necessary by the General Meeting.
- 10.3. Each member of the Management Committee shall be elected for only one (1) of the roles mentioned in sections 10.2.1 through 10.2.4 of this Constitution.
- 10.4. The term of each member of the Management Committee shall commence on the date of the General Meeting electing him/her and shall continue until the date of the next Annual General Meeting following such election.

- 10.5. The Management Committee may co-opt additional non-voting members on the Management Committee, members of the Association, as it may consider appropriate and for such a period as it considers appropriate.
- 10.6. The office of a Management Committee member shall be vacated if such member:
- 10.6.1. resigns; or
 - 10.6.2. becomes unfit and/or incapable of acting as such; or
 - 10.6.3. would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or
 - 10.6.4. is removed by a General Meeting, by resolution adopted by at least two-thirds (2/3) of its members.
- 10.7. The Management Committee must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Management Committee members to less than three (3). The next General Meeting must confirm the office of any Management Committee member so appointed, otherwise it will lapse.
- 10.8. The Management Committee shall manage the affairs of the Association in accordance with the resolutions of members in General Meeting.
- 10.9. The Management Committee may delegate any of its powers or functions to a committee, provided that: such delegation and conditions are reflected in the minutes for that Management Committee meeting, at least one Management Committee member serves on the committee, the Management Committee in advance approves all expenditure incurred by the committee, and the Management Committee may revoke the delegation or amend the conditions.
- 11. Chairperson of the Management Committee, Treasurer and Secretary**
- 11.1. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Chairperson of the Management Committee, the powers and responsibilities of the Chairperson of the Management Committee shall be the following
- 11.1.1. the overall coordination and management of the Association;
 - 11.1.2. the management of relationships with both internal and external stakeholders of the Association;
 - 11.1.3. chairing the meetings of the Management Committee and the General Meetings; and
 - 11.1.4. implementing decisions taken by the Management Committee.
- 11.2. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Treasurer, the powers and responsibilities of the Treasurer shall be the following:
- 11.2.1. the financial management of the Association;

- 11.2.2. collection of membership fees, donations, subsidies and other financial resources of the Association; and
 - 11.2.3. keeping the records and books of account of the Association and ensure the drawing up of annual financial statements.
- 11.3. Notwithstanding any other provisions of this Constitution relating to the powers and responsibilities of the Secretary, the powers and responsibilities of the Secretary shall be the following:
- 11.3.1. the internal management of the Association;
 - 11.3.2. drawing up the notices and the minutes for meetings of the Management Committee and of General Meetings;
 - 11.3.3. drawing up all official correspondence of the Association;
 - 11.3.4. ensuring compliance of the Association with its Constitution and other governance documents.

12. Meetings of the Management Committee

- 12.1. The Management Committee may regulate its meetings and proceedings as it finds fit, subject to the following:
- 12.1.1. The Chairperson of the Management Committee shall chair the meetings of the Management Committee.
 - 12.1.2. Meetings of the Management Committee may be conducted face-to-face or electronically, in any manner allowing the Management Committee members to be present and participate through electronic means.
 - 12.1.3. If the Chairperson of the Management Committee is not present within fifteen minutes of the appointed time of the meeting, the Secretary shall chair such meeting. In both their absence, the Management Committee members present at the meeting shall elect a chairperson for that meeting.
 - 12.1.4. The Chairperson of the Management Committee shall convene a meeting of the Management Committee at least once per month and at the written request of any two members of the Management Committee.
 - 12.1.5. The quorum for a meeting of the Management Committee shall be two-thirds of the serving Management Committee members.
 - 12.1.6. If no quorum is present, the Management Committee may make no decision, except to preserve the assets of the Association and to call a General Meeting.
 - 12.1.7. Each Management Committee member present shall have one (1) vote.

12.1.8. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson of the Management Committee shall have a casting or second vote.

12.1.9. Proper minutes and attendance records must be kept of all meetings of the Management Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

12.1.10. A resolution signed by all members of the Management Committee shall be as valid as if passed at a duly convened meeting of the Management Committee.

12.1.11. The Management Committee may appoint employees upon such lawful terms and conditions as it may deem necessary.

12.2. Any actual, potential or perceived conflict of interest on the part of any member of the Management Committee, on a matter pertaining to the Association, must be disclosed in writing to the Management Committee which shall record such conflict of interest in the minutes of the Management Committee meeting. Such member may be requested by the Management Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

12.3. All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Management Committee, must be treated as confidential and only the actual decisions may be disclosed to the general public.

13. Notices of Meetings

13.1. All notices in terms of this Constitution must be given to members in writing, by electronic communication, to the address provided by the members.

13.2. The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.

13.3. A member present in person at any meeting shall be deemed to have received notice of such meeting.

13.4. If posted, notices shall be deemed to have been received seven (7) days after posting.

14. Finances and Reports

14.1. The Management Committee must open a bank account in the name of the Association with a registered bank.

14.2. Cheques and other documents requiring signature on behalf of the Association shall be signed in accordance with a payment matrix determined by the Management Committee, as ratified by a General Meeting.

14.3. The financial year end of the Association shall be the last day of February of each year.

- 14.4. The Management Committee must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within one (1) month of its financial year end that a report is compiled describing the Association's activities and an annual financial statement for the past financial year. The annual financial statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 14.5. Within one (1) month after drawing up the annual financial statements, the Management Committee shall ensure the books of account and financial statements are audited and certified in the customary manner by an independent practicing chartered accountant.
- 14.6. A copy of the audited annual financial statements and annual narrative report shall be made available to all members as soon as possible after the end of the financial year and at the latest fifteen (15) days before the date of the Annual General Meeting that will have to adopted the annual financial statements.

15. Amendments and Dissolution

- 15.1. This Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of two-thirds of the members present at a General Meeting.
- 15.2. At least twenty-one (21) days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Association.
- 15.3. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organization which the Management Committee (and failing which the members in General Meeting) considers appropriate and which has objectives the same or similar to the objectives of the Association, and should the Association be exempt from the payment of any taxes and duties,
 - 15.3.1. any similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act;
 - 15.3.2. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)I of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
 - 15.3.3. any department of state or administration in the nation or provincial or local sphere of government of the Republic of South Africa.

16. Indemnity

- 16.1. Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 16.2. Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office

bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

17. Disputes

- 17.1.** In the event of a serious disagreement between the members of the Management Committee and/or the Association regarding the interpretation of this Constitution, any two (2) Management Committee members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Management Committee.
- 17.2.** The Management Committee shall consider such declaration within two (2) weeks of receiving it. Should the Management Committee not be able to resolve the dispute to the satisfaction of the person(s) declaring it within such two (2) weeks' period, the dispute shall be referred to a mediator.
- 17.3.** The person(s) declaring the dispute and the Management Committee must agree on a suitable mediator and to the cost of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 17.4.** In the absence of agreement regarding a mediator within two (2) weeks of the expiry of the period mentioned in section 16.2, or should mediation not resolve the dispute within two (2) weeks of the appointment of the mediator, the dispute shall be referred to a competent court in the Republic of South Africa.

SCHEDULE A**Schedule of First Members**

No.	Name	Address	Date	Signature
1.	BINYINGO Olivier	10 Metcalf Avenue, 2192 Highlands North Extension, Johannesburg, South Africa	3 June 2017	
2.	KILUBA Timothy	42 Beverley Hills, Beverley Avenue, Bassonia, Johannesburg, South Africa	3 June 2017	
3.	MUBIMA Jean-Paul	1 Constantia Avenue, 2191 Bryanston, Johannesburg, South Africa	3 June 2017	
4.	MUKENGE Pascal	Apartment 206, Artisan Lofts, 264 Albertina Sisulu Road, Maboneng Precinct, Johannesburg, South Africa	3 June 2017	
5.	MVUDI Alain	10 Pruinosa Street, 24 The Palisades, Glenvista, Johannesburg, South Africa	3 June 2017	

Requirements for Approval as Public Benefit Organization

As provided for in Section 6 of this Constitution, the Association intends to apply to the Commissioner for South African Revenue Service for approval as a Public Benefit Organization in terms of Section 30 of the Income Tax Act. Upon approval, the Association shall:

1. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organization.
2. Ensure that no single person directly or indirectly controls the decision-making powers relating to the Association.
3. Be prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and be required to utilize its funds solely for the object for which it has been established.
4. 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; provided that a donor 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.
5. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation, or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
6. Submit to the Commissioner a copy of any amendment to this constitution.
7. Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
8. Comply with such reporting requirements as may be determined by the Commissioner.
9. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph 10(iii) of Part 1 of the Ninth Schedule of Act are utilized for the purpose for which they are provided.
10. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

digitalphoto

From: digitalphoto <digitalphoto@mweb.co.za>
Sent: Tuesday, June 27, 2017 5:48 PM
To: 'almvudi@yahoo.fr'
Subject: Emailing: Sc45217062717261, Sc45217062717262, Sc45217062717260
Attachments: Sc45217062717261.pdf; Sc45217062717262.pdf; Sc45217062717260.pdf

The message is ready to be sent with the following file or link attachments:

Sc45217062717261
Sc45217062717262
Sc45217062717260

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