

C O N S T I T U T I O N
(AMENDED 30 April 2009)
THE JUSTICE ALLIANCE OF SOUTH AFRICA

1. NAME

The name of the association is the JUSTICE ALLIANCE OF SOUTH AFRICA (hereinafter called "JASA").

2. AREA OF ACTIVITIES

JASA shall operate in the republic of South Africa.

3. STATUS

JASA is a voluntary non profit-making, association being an independent legal entity, and juristic person, with capacity, inter alia, to own immovable and movable property, and to sue and be sued.

4. OBJECTIVES

(a) To take all lawful and proper steps to uphold and develop Judeo-Christian values, and the Constitution and laws of the Republic of South Africa, by means of litigation in the courts, submissions to Parliament and assistance to members of Parliament, involvement in the media, and in any other appropriate way.

(b) To assist individuals, churches, non-profit making bodies (and any other corporate body in the discretion of the Committee), to obtain justice in South Africa, either on a pro bono basis, a donation basis, or a fees basis provided that the non-profit making character of the association is not

compromised, and any such assistance is provided with an altruistic or philanthropic intent.

(c) To provide or facilitate training facilities for lawyers and para-legals in South Africa with a view to advancing the aforesaid objectives of the association.

5. PUBLIC BENEFIT ORGANISATION

In order that JASA shall have the option in the future of registering as a Public Benefit Organisation (PBO), the association shall adhere to the conditions imposed by SARS and the Income Tax Acts, namely:

(a) It shall be a welfare and humanitarian association promoting and advocating human rights and democracy pursuant to paragraph 1(j) of Part 2 of the 9th Schedule of the Income Tax Act 58 of 1962 and section 30 thereof.

(b) Pursuant to section 30(1) of the said Act it shall be an organisation of which the sole object is carrying on the aforesaid public benefit activities where -

- (i) all such activities are carried on in a non-profit manner and with an altruistic or philanthropic intent;
- (ii) no such activity is intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation, otherwise than by way of reasonable remuneration payable to that fiduciary or employee; and
- (iii) all activities are carried on for the benefit of persons in the Republic.

(c) At least 75% of JASA's resources shall be applied to the furtherance of the objectives.

(d) Any trading activity which the association enters into, shall be integrally and directly related to the objectives of the association or shall be directed towards the recovery of costs. However, on occasions the association may undertake trading that is not directly linked to the objectives, provided that this trading activity is of an occasional nature and never amounts to more than 15% of the associations' gross annual income.

(e) The association may not accept donations which are revocable.

(f) On condition that the requirements for registration as a Public Benefit Organization in terms of Section 30 of the Income Tax Act are met then donations made to the association will enjoy tax deductible benefits in terms of Section 18A and Section 30 of the Income Tax Act. Receipts will be issued to donors giving the name and address of the association, date of receipt of donation, name and address of donor, amount of donation, reference number of the association, certification that the receipt is issued for the purposes of Section 18A of the Income Tax Act 1962 and that the donation will be used exclusively for the objectives of the association. The section 18A public benefit activities (PBAs) must be ringfenced and substantiated by a certificate of an auditor to the effect that all donations for which tax-deductible receipts were issued were utilised solely in carrying out the PBAs as approved in Part II of the 9th Schedule to the Income Tax Act 58 of 1962.

6. POWERS

The association shall be entitled:

(a) To raise funds by private or public appeals.

(b) To employ a Director, a secretary and staff either on a salaried or voluntary basis to fulfil the objects of the association and to pay them from association funds.

(d) To take legal action in its own name as a juristic person either as a Plaintiff, Applicant, Complainant or Amicus Curiae.

(e) To invest and re-invest funds .

(f) To purchase or otherwise acquire or dispose of any assets whatsoever, movable or immovable and on such terms and conditions as the association shall deem fit.

(g) To expend such funds as may be required in connection with the formation, promotion of or running of the association.

(h) To appoint any agent or agents for any specific purpose.

(i) To accept gifts, grants and loans in favour of the association and to administer the same. All donations to the association must be irrevocable.

(j) To rent and equip office accommodation, and buy or sell real estate for the purposes of the association.

(k) To operate bank accounts for the association and invest monies on its behalf.

(l) To continue to exist despite changes in the membership of the association or changes as to the office bearers of the association.

6(A). REMUNERATION FOR SERVICES RENDERED

Subject to the following exceptions the association may not distribute any of its property or money to any of its members or office bearers:

(i) Reasonable remuneration may be paid to members, office bearers or employees for work done for the association.

(ii) Where staff are employed on a voluntary basis the Management Committee shall have power to provide accommodation, (or assist in the provision of accommodation), to provide medical aid and medical expenses, and in the case

of expatriate volunteers to provide airfares for periods of leave to their home country. All such remuneration and benefits must be reasonable.

7. MEMBERS

(a) Membership of the association shall be open to any person who is in sympathy with the objects of the association, and it shall be in the discretion of any person admitted to membership to decide whether or not he or she pays a subscription or makes a donation. The founding members shall be the signatories to the original Constitution, and thereafter applications for membership shall be made to the Management Committee who shall have an unfettered discretion whether or not to admit to membership.

(b) The membership of any member may be terminated by a two-thirds majority vote of the Management Committee if it is of the view that the person is guilty of current or recent conduct which brings the association into disrepute. Before any such decision is taken by the Committee the member must be given a fair hearing in accordance with the principles of natural justice.

(c) Members shall have no rights to any money or assets of the association.

(d) The Association will continue to exist despite any changes as to the membership of the association.

8. MANAGEMENT COMMITTEE

(a) The affairs of the association shall be managed by a Committee of not less than four members and a Director. The founding committee shall consist of:

Nigel James Desmond

Pastor

Roger Arthur Prowde Gifford	Retired Attorney
Hlupheka Timothy Phanel Makamu	Pastor
Betserai Tendai Musikavanhu	CEO Umbono (Pty) Ltd
Stephen Paul van Rhyn	Pastor
John Jackson Smyth	Founding Director of JASA (voluntary)

(b) The Committee shall be responsible for the appointment of new committee members in their discretion, and may from time to time co-opt other (non-voting) persons to assist them in their deliberations.

(c) The Committee shall elect a Chairman and other officials in their discretion.

(d) No Member of the Committee, nor the Director, shall stand as Surety for the association at any time.

(e) The association will continue to exist despite any changes to the membership of the committee or the appointment of a new director.

9. MEETINGS OF THE MANAGEMENT COMMITTEE

(a) The Committee shall meet at least twice a year and keep minutes of the meetings.

(b) The Chairperson, or the Director, or two members of the Committee may call a special meeting. The persons calling the special meeting must give notice of the meeting to the other members of the committee. Where possible, an agenda of what will be discussed at the meeting must be provided to all the members of the Committee prior to the meeting. Minutes must be kept of all special meetings.

(c) The Committee shall be at liberty to conduct meetings by conference call and electronic means.

(d) Fifty percent of the members of the Committee shall constitute a quorum.

(e) Save as is otherwise provided in this constitution, the committee shall make decisions by a simple majority of the votes of committee members present at a meeting.

(f) A resolution in writing signed by 75% of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee duly called and constituted, provided that such resolution shall be reported at the next meeting of the Committee.

(g) The committee shall have power to pay reasonable expenses incurred by committee members in respect of meetings.

(h) The Committee may set up sub-committees for specific duties or assignments. The members of these committees need not necessarily be Committee Members.

(i) The Committee may co-opt persons with necessary expertise on to sub-committees for specific tasks.

9(A). POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

(a) The Committee shall ensure that the provisions of this constitution are complied with in all respects.

(b) The Committee shall make provision for the keeping of accounts, and the annual auditing thereof, and the production of financial statements. The end of the association's financial year shall be the 31st day of January. The accounts shall be presented to the AGM of members by the Committee not later than 4 months from the said date. When the association is registered as a PBO, the committee shall ensure the requirements of SARS are complied with.

(c) The Committee shall be solely responsible for the hiring and firing of staff, including their Director, and have the duty of directing all the affairs of the association.

(d) The Committee shall convene an Annual General Meeting (AGM) of members and shall have the power to call a special general meeting of members thereafter at any time in their discretion. The quorum for all members meetings shall be seven persons and decisions shall be taken by a majority.

10. *CURRENT BANK ACCOUNT*

Following the adoption of this amended Constitution the current bank account in the name of the association shall continue in operation; two members of the Management Committee shall have signing powers, and one signature shall suffice, as provided by the original Constitution.

11. *AMENDMENTS TO THIS CONSTITUTION*

This constitution may only be amended by a resolution of the Management Committee circulated in writing and supported by two-thirds of the Committee members giving their consent in writing.

12. *DISSOLUTION*

The association shall continue indefinitely provided that a Resolution of two-thirds of the Management Committee may terminate the association (JASA) whereupon the assets, capital and any interest accrued thereon shall accrue, in the discretion of the Management Committee, to any non-profit organization having similar objects to JASA.

THIS AMENDED CONSTITUTION WAS ADOPTED AT A MEETING OF THE MANAGEMENT COMMITTEE HELD ON THE 30TH DAY OF APRIL 2009 AT OBSERVATORY IN CAPE TOWN. THE COMMITTEE ACTED PURSUANT TO ITS POWERS UNDER

CLAUSE 11 OF THE ORIGINAL CONSTITUTION DATED THE 31ST DAY OF JANUARY 2007, AND THE CHAIRMAN CONFIRMED THAT THE PROVISIONS OF CLAUSE 11 HAD BEEN COMPLIED WITH, AND THAT THE SIGNATORIES BELOW CONSTITUTED TWO-THIRDS OF THE MANAGEMENT COMMITTEE.

Members of the Management Committee:

Quinton George

Grant Gunston

Stephen van Rhyn

John Smyth

Signed.....Chairman of the Meeting

30TH Day of April 2009