



**NPC 2018/620182/08**

## **Memorandum of Incorporation**

### **Constitution of the South African Pagan Rights Alliance**

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The South African Pagan Rights Alliance (SAPRA) was formed in 2004 as a faith-based (Pagan) human rights activist alliance. The Alliance was formally reconstituted in 2006 as a voluntary association with the drafting of a formal Charter.

As of 2018, SAPRA functions as a paralegal advocacy, non-profit company, registered with the Companies and Intellectual Property Commission (NPC 2018/620182/08).

#### **1. NAME**

'South African Pagan Rights Alliance' herein referred to as 'SAPRA' and 'the Alliance'.

#### **2. PURPOSE AND FUNCTION**

The Alliance is a non-profit voluntary association, constituted to:

- 2.1. Promote the guaranteed liberties and freedoms enshrined for all South African Pagans in the Bill of Rights, Chapter 2 of the Constitution of the Republic of South Africa (Act 108 of 1996), and to
- 2.2. Assist South African Pagans, whose constitutionally guaranteed rights and freedoms have been infringed due to unfair discrimination, to obtain appropriate redress.

### 3. LEGAL STATUS

- 3.1. The Alliance is a juristic entity with its own legal identity which will continue to exist despite changes in its membership.
- 3.2. The Alliance may own property and incur obligations independently of its members.
- 3.3. The Alliance may sue and be sued in its own name.
- 3.4. Neither the Director, appointed Executives, nor any member of the Alliance shall be held personally liable for any loss suffered or costs incurred in the course of litigation or in the furtherance or promotion of the Alliance's objectives.

### 4. NOT-FOR-PROFIT STATUS

4.1. The income and property of the Alliance shall be used solely for the promotion of its stated objectives. Members and office-bearers shall have no rights to the property or other assets of the Alliance solely by virtue of them being members or office-bearers.

4.2. No portion of the income or property of the Alliance shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Alliance except as:

- 4.2.1. Reasonable compensation for services actually rendered to the Alliance;
- 4.2.2. Reimbursement of actual costs or expenses reasonably incurred on behalf of the Alliance.

4.3. Upon the dissolution of the Alliance, 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 organisation which the Director and Executive Committee considers appropriate.

### 5. MEMBERSHIP

5.1. Membership to the Alliance shall be restricted to South African citizens who define their religion as Paganism, irrespective of the Pagan religion to which they may personally subscribe.

\*5.2. Members are liable for an annual membership fee of an amount stipulated by the Board of Directors.

5.2.1. Annual membership fee is payable at the beginning of the financial year of the Alliance.

5.2.2. The Director / Executive Committee must inform the members of the amount at least twenty one (21) days in advance of the beginning of the new financial year.

5.3. Prospective members shall be required to complete and sign a membership form.

5.3.1. Membership forms must be submitted either by fax or e-mail, to the General Secretary who shall act as Registrar, for review and approval by the Director / Executive Committee.

5.4. All members shall be entitled to a single vote in any referendum undertaken by the Alliance.

5.5. Any formal member of the Alliance may be selected and appointed to serve on the Executive Committee by the Director.

5.6. Appointment of new Executive Committee members by the Director shall occur annually in March.

5.7. Members who act in a deliberate manner that does not support the purpose and function of the Alliance shall be requested to terminate their membership.

5.8. The Director / Executive Committee may suspend or terminate the membership of any member provided that:

5.8.1. At least (14) fourteen days prior written notice is given to said member by the Director / Executive Committee of their intention to terminate a membership.

5.9. A member of the Alliance shall be required to give written notice to the General Secretary of his or her intention to resign.

## 6. STRUCTURE OF THE ASSOCIATION

### 6.1. Board of Directors

The Alliance shall be governed by a Board of Directors which shall be constituted as follows:

#### 6.1.1. Director

The Director shall be elected by consensus of the general membership, to serve the Alliance as custodian.

#### 6.1.2. Treasurer

The Treasurer shall:

- a. be appointed by the Director,
- b. keep accurate records and books of account reflecting the financial affairs of the Alliance,
- c. present an Annual Financial Statement which shall include a statement of income and expenditure and a balance sheet of assets and liabilities, to the Board of Directors and Executive Committee.

#### 6.1.3. General Secretary

The General Secretary shall:

- a. be appointed by the Director,
- b. keep accurate records reflecting membership data, resignations, executive appointments, nominations and appointments of members as religious marriage officers,
- c. accurately record the results of all surveys and referendums undertaken by members of the Alliance,
- d. maintain the privacy of all membership data.

#### 6.1.4. Religious Marriage Officer Registrar

The RMO Registrar shall:

- a. be appointed by the Director,
- b. submit the nomination of formal members as religious marriage officers to Home Affairs,
- c. assist nominated officers and existing officers with any queries or complaints,
- d. maintain accurate documentation reflecting the status of existing and nominated officers,
- e. maintain accurate records reflecting the work of appointed officers in the execution of their duties, and

f. submit an annual report on the status of all SAPRA religious marriage officers.

## 6.2. The Executive Committee

### 6.2.1. Executive Director (Chief Executive Officer)

The Executive Director shall:

- a. be appointed by the Director,
- b. be the Chief Executive Officer of the Alliance,
- c. preside as Chairperson over the deliberations of and activities undertaken by the Executive Committee on behalf of both the Alliance and its general membership,

### 6.2.2. Executive Committee Members

The general affairs of the Alliance shall be managed by an appointed Executive Committee.

The Executive Committee shall:

- a. be appointed by the Director,
- b. be mandated to act on behalf of, and in full and transparent consultation with, members of the Alliance.
- c. be accountable at all times to the Board of Directors.

## 7. ANNUAL GENERAL AND ORDINARY MEETINGS

### 7.1. Annual General Meetings

7.1.1. An Annual General Meeting of the Alliance shall be held annually at a time deemed appropriate by the Director / Executive Committee.

7.1.2. Annual General Meetings shall be convened by the Chief Executive Officer (the Chairperson) on not less than twenty-one (21) days prior written notice to all members entitled to participate in the meeting.

7.1.3. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.

7.1.4. The business of an Annual General Meeting shall include:

- a. the presentation and adoption of the Annual Narrative Report of the Chairperson;
- b. the presentation of the Annual Financial Statements;
- c. the announcement of newly appointed members to serve or serving on the Executive Committee;
- d. other agenda matters considered appropriate.

#### 7.1.5. Quorum

A 50% attendance by Alliance members shall constitute a quorum for any Annual General Meeting.

### 7.2. Ordinary Meetings

7.2.1. Ordinary Meetings of the Alliance shall be convened at any time by either the Director or Executive Committee.

#### 7.2.2. Quorum

A 50% attendance by Alliance members, or their duly mandated proxies, shall constitute a quorum for any Annual General Meeting.

### 7.3. Resolutions and Voting

7.3.1. At all Ordinary and Annual General Meetings, a resolution put to the vote shall be decided by means of a referendum.

7.3.2. A vote by referendum shall be convened by the Chairperson.

7.3.3. Each member present or represented shall be entitled to one (1) vote.

7.3.4. Questions arising shall be decided by a simple majority of 1 (51%).

### 7.4. Minutes

7.4.1. Proper minutes shall be kept by the General Secretary of the proceedings of all Ordinary and Annual General Meetings, which must include:

- a. a record of the members present at each meeting,
- b. a record of all voting members in any referendum, and
- c. the results of each referendum.

7.4.2. After the minutes have been approved and confirmed by the Chairperson,

- a. the minutes of Ordinary Meetings shall be available for inspection on request of any member,
- b. the minutes of Annual General Meetings shall be made available to all members of the Alliance within seven (7) days from the date of the meeting.

### 7.5. Notices

7.5.1. Notice of all meetings shall be sent by e-mail to the last e-mail address notified by each member, or in any other manner as the General Secretary may decide.

7.5.2. The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.

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

## 8. FINANCIAL MATTERS

### 8.1. Bank Account

8.1.1. The Board of Directors shall open a bank account in the name of the Alliance.

8.1.2. The Treasurer shall ensure that all monies received by the Alliance are deposited in the above-mentioned bank account as soon as possible after receipt.

### 8.2. Signature

All cheques, promissory notes and other documents requiring signature on behalf of the Alliance shall be signed by two (2) members of the Board of Directors.

### 8.3. Financial Year End

The Association's financial year shall end in February.

### 8.4. Financial Records and Financial Statements

8.4.1. The Treasurer shall ensure that the Alliance keeps proper records and books of account which fairly reflect the financial affairs of the Alliance.

8.4.2. The Treasurer shall submit an Annual Financial Statement for each financial year which shall include a statement of income and expenditure and a balance sheet of assets and liabilities to the Board of Directors twenty-one (21) days prior to the Annual General Meeting.

8.4.3. The Treasurer shall ensure that the books of account and financial statements are audited and certified in the customary manner by an independent practising chartered accountant should this be required.

8.4.4. A copy of the Annual Financial Statements shall be made available to all members as soon as possible after the close of the financial year.

#### 8.5. Annual Narrative Report

8.5.1. The Executive Committee shall prepare an annual narrative report describing the Alliance's activities for each year to the Board of Directors.

8.5.2. A copy of the Annual Narrative Report shall be made available to all members as soon as possible after the close of the financial year.

### 9. INDEMNITY

9.1. Members of the Board of Directors shall be indemnified by the Alliance for all acts done by them in good faith on its behalf.

9.2. It shall be the duty of the Alliance to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties, on behalf of the Alliance.

9.3. No member of the Board of Directors of the Alliance 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 Alliance, which occurs in the execution of the duties of his or her office, if it arises as a result of his or her dishonesty or failure to exercise the degree of care and due diligence.

9.4. No member of the Alliance may undertake activities or incur costs and expenses on behalf of the Alliance without proper prior authorisation from the Board of Directors.

### 10. RESOLUTION OF INTERNAL CONFLICT

#### 10.1. Executive Decisions

10.1.1 Decisions made by the Director / Executive Committee shall, as far as possible, be taken on the basis of consensus.

#### 10.2. No Confidence

##### 10.2.1. The Executive

a. A vote of no confidence in either the entire Executive Committee, or in a member or members of the Executive Committee, may be deemed to be appropriate if it can be reasonably shown that the Executive Committee or members or member has failed to act in the best interests of the Alliance.

b. If the Executive Committee or members or member has failed to act in the best interests of the Alliance, the Committee or members or member will be requested by the Board of Directors to terminate their position.

##### 10.2.3. The Board of Directors

a. A vote of no confidence in either the entire Board of Directors, or in a member or members of the Board, may be deemed to be appropriate if it can be reasonably shown that the Board of Directors, or member or members of the Board has failed to act in the best interests of the Alliance.

- b. If the Board of Directors, or member or members of the Board has been proven to have failed to act in the best interests of the Alliance, the Board of Directors or member or members of the Board will be requested to terminate their position/s through a vote of no confidence by not less than two thirds of the formal members of the Alliance.
- c. In the event of an impeachment of the entire Board of Directors, a new Director shall be nominated and elected by consensus of the general membership to serve the Alliance, who shall then appoint a new Board to serve the Alliance.

## 11. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

The terms of this Constitution may be amended, the name of the Alliance may be changed and the Alliance may be dissolved by resolution of all members of the Board of Directors at an Ordinary Meeting of the Executive Committee, provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the meeting.

## 12. RATIFICATION

This constitution was ratified by a referendum of the Board of Directors at the Annual General Meeting of 2016.

Amendment to section 11. ratified by a referendum of the Board of Directors at an Ordinary Meeting – May 2018.

### **\*Board of Directors and Executive Members as of March 2019**

- \*Director / Registrar: Mr Gary Thomas Leff
- \*Chief Executive Officer: Ms Maria Jose Alberts Principe
- \*Treasurer: Mr Christopher Lawrence Waugh
- General Secretary: Ms Gitta Seyfert
- Executive Committee Chair: Mr Francisco Fumarola



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