

UKRAINIAN ASSOCIATION OF SOUTH AFRICA (UAZA)

Constitution

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1. INTRODUCTION

1.1 Name

1.1.1 The organisation hereby constituted will be called Ukrainian Association of South Africa.

1.1.2 Its shortened name will be UAZA (hereinafter referred to as the association).

1.1.3 The name in Ukrainian language will be Асоціація Українців ПАР

1.1.4 Its shortened name in Ukrainian will be АУПАР

1.2 Body corporate

The organisation shall:

1.2.1 Exist in its own right, separately from its members.

1.2.2 Continue to exist even when its membership changes and there are different office bearers.

1.2.3 Be able to own property and other possessions.

1.2.4 Be able to sue and be sued in its own name.

1.3 Head Office

The Head Office of the UAZA shall be in the City of Cape Town, Western Province, South Africa.

1.4 Succession

The Ukrainian Association of South Africa is a successor of voluntary association Ukrainians in Cape Town, First Ukrainian Sunday School in South Africa and initiative 'Ukrainian Days in Cape Town'.

1.5 Languages of UAZA

Working languages of UAZA shall be: Ukrainian, English

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions in this Constitution:

- (1) Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (2) Association means Ukrainian Association of South Africa (UAZA).
- (3) Executive Committee means the members of the UAZA executive committee;
- (4) Financial year means the 12 month period specified by the executive as being the financial year of the Association;
- (5) Office bearer means a person elected to any of the offices in rule 7.3
- (6) Secretary means the secretary referred to in rule 7.4 and any other person elected or appointed to perform the duties of a secretary of the Association; and
- (7) Special resolution means a resolution which must be passed by 75% of members entitled to vote, as the case may be and for which any notice must be provided as required by the constitution.

2.2 Interpretation

- (1) Reference to:
 - (a) one gender includes the others;
 - (b) the singular includes the plural and the plural includes the singular; and
- (2) Headings are for convenience only and do not form part of this constitution or affect its interpretation.

3. UAZA OBJECTIVES

The objectives of UAZA are derived from the values and mission as set out below.

3.1 VALUES. As an organisation, we aspire to be:

- Inclusive
- Approachable

- Transparent
- Co-operative and supportive
- Valued by the Ukrainian community
- Respected by the wider community and outside world
- Innovative
- Professional

We will work in a way which:

- Helps us be proud to be Ukrainian
- Promotes community spirit
- Promotes trust and understanding
- Respects individuals, their views, and their contribution
- Promotes honest and open communication

3.2 MISSION:

To be a collaborative association in South Africa which strives to promote Ukraine, its culture, language and interests as of independent democratic country.

3.3 OBJECTIVES:

3.3.1 To unite, develop interests of, promote and support Ukrainians of all generations and all backgrounds in South Africa, to be a valid representation of Ukrainian community in South Africa;

3.3.2 To develop network of South Africans as well as other nationalities who are interested in Ukrainian culture, language or other aspects of its social, economic, academic or political life;

3.3.3 To promote Ukrainian culture, language and other information about Ukraine in South Africa;

3.3.4 To promote cultural, social, academic and economic cooperation between South-Africa and Ukraine;

3.3.5 To support and promote the territorial integrity, national identity, pride, security, humanitarian projects and economic prosperity of Ukraine;

3.3.6 To cooperate with governments, nations, organizations, and individuals, to accomplish the above goals in the spirit of peace, freedom, equality and justice.

4. POWERS OF ASSOCIATION

4.1 The Association shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

4.1.1 To institute or defend any legal or other proceedings and to settle any claims,

4.1.2 To prudently invest funds of the Association,

4.1.3 To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association,

4.1.4 To donate and transfer the property and assets of the Association to public benefit organisations with similar objectives,

4.1.5 To borrow and to use the property or assets of the Association as security for borrowing,

4.1.6 To execute any act or deed in any deeds registry, mining titles or other public office.

4.1.7 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company, and Executive Committee

4.1.8 To carry out all the powers and authority of the Association in South Africa and in any other part of the world.

The Executive Committee shall take such steps as it may deem requisite to enable UAZA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the UWC.

4.1.9 To hold periodical meetings of its members;

4.1.10 To receive subscriptions from members;

4.2 Despite rule 4.1 the powers of the association are ancillary to and exercisable only to pursue the objectives of the association set out in rule 3.

5. INCOME AND PROPERTY OF THE ASSOCIATION

5.1. The income and property of the association, from wherever it is derived, must be applied solely towards the promotion of the objectives of the association set out in rule 3.

5.2 The organisation will keep a record of everything it owns.

5.3 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

5.4. No portion of the income or property of the association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the association.

5.5. Rule 5.4 does not prevent:

(1) the payment in good faith of reasonable remuneration to any officer, servant or member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business;

(2) the payment of reasonable and proper rent by the association to a member of the Association for premises leased by the member to the association; or

(3) the reimbursement of expenses incurred by any member on behalf of the association.

6. TAXATION OF ASSOCIATION

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

7. THE EXECUTIVE COMMITTEE

7.1. Appointment of Executive Committee

7.1.1 An Executive Committee will be formed to manage the Association.

7.1.2. The number of the executives must be not less than 4.

7.1.3. Each full member may serve on Executive Committee, but no more than two consecutive terms in the same position.

7.1.4. The Association in a general meeting may by resolution change the number of positions in the Executive Committee, but the number may not exceed 12.

7.1.5 The serving regular term for each Member is 2 years.

7.2. Qualifications of Executive Committee

7.2.1 No person may be an executive or office bearer unless that person has been a full member of the association for a period of not less than 12 months, provided that the period of membership may be reduced if the executive resolve that it is reasonable to do so to secure an appropriate candidate.

7.2.2. Above rules will not apply for the first election of UAZA executive.

7.3. The Executive Committee of the Association consists of:

(1) The President;

(2) The Vice-president;

(3) The Treasurer;

(4) The Secretary

(5) Public Relations (optional)

Other portfolio's may be added on as determined by the executive.

7.4. Description of Executive Committee

The Members of Executive Committee shall have the following duties and powers associated with their positions:

7.4.1. President – The President shall be responsible for implementing the strategic plans and policies of UAZA. The President shall also be the Chair of Executive Committee Meeting and at General Meetings. The President shall, subject to the authority by Executive Committee, have general supervision of the affairs of the UAZA. The President shall have such other duties and powers as Executive Committee may specify. The President shall see that all orders and resolutions of the Executive Committee are carried into effect. The President shall have such other duties and powers as Executive Committee or General meeting may specify.

7.4.2. Vice President – The Vice President shall assist President in implementing the strategic plans and policies of UAZA and in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall have such other duties and powers as Executive Committee or General Meeting may specify.

7.4.3. Secretary - The Secretary shall attend all meetings and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to

be given notice of all meetings of the Executive Committee. The Secretary shall have such other duties and powers as the Executive Committee or General Meeting may specify.

7.4.4. Treasurer – The Treasurer shall have the custody of the funds and securities of the UAZA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the UAZA in the books belonging to the UAZA and shall deposit all money, securities and other valuable effects in the name and to the credit of the UAZA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by Executive Committee from time to time. The Treasurer shall disburse the funds of the UAZA as may be directed by proper authority taking appropriate documentation for such disbursements, and shall render to the Executive Committee at the regular meeting of the Executive Committee, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the UAZA. The Treasurer shall have such other duties and powers as the Executive Committee or General Meeting may specify.

7.4.5. Public Relations – will be responsible for creating awareness and positive image about UAZA and its activities, will prepare the press releases, articles and statements, will be in charge of updating websites and social media platforms. The Public Relations shall have such other duties and powers as Executive Committee or General Meeting may specify.

7.5. Election of Executive Committee

7.5.1. The Executive Committee to be elected at the annual general meeting of the Association, once the two-year term has been fulfilled for that position or if a resignation results in a vacancy in the executive.

7.5.2. Those individuals elected as office bearers will automatically become executive members of the Association.

7.5.3. An elected Executive Committee holds office until the end of the second annual general meeting following his or her election.

7.5.4. The individual appointed to the office bearer position of Vice-President is to hold office as a member until the end of the second annual general meeting following their appointment.

7.5.5. Upon the President ceasing to be an executive member, the Vice-President shall be appointed to the office of president and thereafter shall hold that office until the second annual general meeting following their initial appointment as Vice-President.

7.5.6 In the event that the Vice-President shall be unwilling or unable to assume the office of President, then at the annual general meeting, both such offices shall be deemed to be vacant, and a President and a Vice-President shall be elected.

7.6. Nomination for election

7.6.1 Each candidate for election as an office bearer must:

(a) be proposed by a full member; and

(b) be seconded by another full member; both of whom must be current members of the Association at the time of nomination and have been a full member of the Association for a minimum of 1 year.

7.6.2. A nomination of a candidate for election must:

(a) be in writing;

(b) state the office bearer position for which the candidate seeks election;

(c) be signed by the candidate;

(d) be signed by the proposer and seconder.

7.7. A nomination of a candidate for election must be received at the registered office of the Association not later than 5pm on the day which is 15 days prior to the annual general meeting at which the candidate seeks election.

7.8. A list of the candidates' names in alphabetical order together with the proposers' and seconders' names and the office bearer position for which the candidate is seeking election, must be sent to members not less than 3 days before the General Meeting.

7.9. Above rules will not apply for the first election of UAZA executive.

7.10. Election procedure for Executive Committee

7.10.1. If the number of candidates for election as individual office bearers is greater than 1, a ballot must be held for the election of the candidates.

7.10.2 The election of the office bearers is to be held in the order in which the positions are listed in rule 7.3.

7.10.3. If a ballot is required, balloting lists must be prepared listing the names of the candidates in alphabetical order and the position for which the candidate seeks election.

7.10.4. At the annual general meeting each person entitled to vote and voting on the ballot may vote for 1 candidate for each office bearer position.

7.10.5 The candidates for each office bearer position receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as those office bearers.

7.10.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:

(1) does not exercise a casting vote; or

(2) is one of the candidates who received the same number of votes; then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

7.10.7 There is not a vacancy for the purpose of this rule because the number of executive is less than the maximum allowed under rule.

7.10.8 If an individual is elected to a position of office bearer then his or her nomination, if any, for any other position of office bearer must be treated as withdrawn before the election is held in respect of the other position or positions.

7.11. Time appointment or retirement takes effect

7.11.1 Executive members who are appointed at a meeting of members take office immediately after the end of the meeting.

7.11.2 Executive members who retire at a meeting of members continue to hold office until the end of the meeting.

7.12. Appointment of Executive Members between AGMs

7.12.1 The Association in general meeting may by resolution and, the executive may at any time, appoint a person qualified to be an executive member to fill a casual vacancy.

7.12.2 Any Executive member appointed under rule 7.12.1 holds office until such time determined at the general meeting of the Association.

7.13. Insufficient Executive members

7.13.1 In the event of a vacancy in the office of an executive member, the remaining members may act, but if the number of remaining members is not sufficient to constitute a quorum at a meeting of the executive, they may act only for the purpose of increasing the number of the executive to a number sufficient to constitute a quorum or convening a general meeting of the Association.

7.14. COMMITTEES OF EXECUTIVE AND REGIONAL BRANCHES

7.14.1 The Executive Committee may delegate any of their powers to any sub-committee.

7.14.2 A sub-committee must exercise the powers delegated to it in accordance with any directions of the delegating body. The effect of the committee exercising a power in this way is the same as if the delegating body exercised it.

7.14.3 The meetings and proceedings of any sub-committee consisting of 2 or more persons are governed by the provisions in this constitution regulating the meetings and proceedings of the delegating body.

7.14.4 The delegating body may at its discretion remove any person appointed to such subcommittee and appoint another person in his or her place.

7.14.5 A minimum of one person of the delegating body must always be appointed as a member of any such sub-committee.

7.15. Regional branches and administration

7.15.1 The Executive Committee may provide for the management and administration of the affairs of the Association in any specified region or locality in the manner they see fit.

7.15.2 Without limiting the operation of rule 7.16.1 the Executive may:

- (1) establish any regional or local committees or branches;
- (2) appoint any members of the Association to be a member of the local committee or branch;

7.16. Position Vacant

7.16.1 In addition to any other circumstances in which the office of an executive member becomes vacant, the office of an executive member becomes vacant if the member:

- (1) is not present (either personally or by an alternate member) at 3 consecutive meetings of the executive without special leave of absence from the executive
- (2) ceases to be qualified as an executive member under rule 7.2;

7.17. Executive Members Interest

7.17.1 An executive member who has a material personal interest in a matter that is being considered at a meeting of the Executive Committee:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

7.18. Remuneration of Executive Committee

7.18.1. Each Member of Executive Committee of the Association holds office on the terms and conditions (including as to remuneration) that is approved by General Meeting of UAZA.

7.19. Executive member expenses

7.19.1 The Association may pay the executive traveling and other expenses that they properly incur:

- (1) in attending executive meetings or any meetings of committees of the association;
- (2) in attending any general meetings of the association; and
- (3) in attending other events in connection with the Association's business.

7.19.2 The Executive must pre-approve all refunds the Association makes to its executive members.

7.20. Terms of office of secretary

7.20.1 A secretary of the Association holds office on the terms and conditions (including as to remuneration) that the executive determine.

8. MEMBERSHIP

8.1 Number of members

The number of members for which the Association proposes to be registered is unlimited.

8.1.1 Categories of membership

The categories of membership are:

- (1) full members
- (2) associate members
- (3) junior member
- (4) honorary life members

8.1.2 The executive committee may create additional categories of members and may delete or rename the existing classes of members.

8.2. Application for full membership

8.2.1 Any individual can become a full member, who:

- (1) is Ukrainian or of Ukrainian decent or who lived in Ukraine for a period over 12 months and currently resides in South Africa on permanent or temporary basis;
- (2) is not less than 18 years of age at the date of application;
- (3) is supporting the objectives of UAZA
- (4) completed an Application form that is to be approved by Executive Committee and paid application and annual fees.

8.2.2 A Full Member is entitled to receive notice of and attend any general meeting and take part in voting. Each full member has 1 (one) vote.

8.3. Application for associate membership

8.3.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) is supporting the objectives of UAZA
- (3) completed an Application form that is to be approved by Executive Committee and paid application and annual fees (if any are prescribed by Executive Committee).

8.3.2 Despite anything in this constitution to the contrary, an associate member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting; but
- (2) has no right to vote at any general meeting

8.4. Application for junior membership

8.4.1 Any individual who:

- (1) is less than 18 years of age at the date of application; and
- (2) is supporting the objectives of UAZA
- (3) whose at least 1 parent/or guardian is main member of UAZA
- (4) completed an Application form that is to be approved by Executive Committee and paid application and annual fees (if any are prescribed by executive Committee).
- (5) Application of such members to be submitted by parent/ or guardian

8.4.2 Despite anything in this constitution to the contrary, a junior member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting; but
- (2) has no right to vote at any general meeting;
- (3) and does not pay fees.

8.5. Form of application

An application for membership must be:

- (1) in writing in a form approved by the Executive Committee;
- (2) signed by the applicant;
- (3) accompanied by copy of ID or passport or Birth Certificate (for junior members).

8.6. Admission to membership

8.6.1 The Executive Committee must consider an application for membership as soon as practicable after it's receipt but not longer than 2 months and determine, at their discretion, the admission or rejection of the applicant.

8.6.2 The Executive Committee need not to give a reason for the rejection of an application

8.6.3 If an application for membership is rejected the secretary must notify the applicant in writing (includes e-mail).

8.6.4 If an applicant is accepted for membership the secretary must:

- (1) notify the applicant in writing; and
- (2) request payment of:
 - (a) the application fee, if any, determined in accordance with rule 8.10; and
 - (b) the annual subscription, determined in accordance with rule 8.11

8.6.5 The applicant becomes a member upon payment of the application fee, if any, and the annual subscription. The name and details of the member must be entered in the register of members.

8.6.6 If payment of the application fee, if any and the annual subscription is not received within 2 months after the date of the giving of the notice, the executive may revoke their acceptance of the applicant for membership.

8.7. Honorary life membership

8.7.1 As a special distinction, the Executive Committee may confer honorary life membership upon any person who by reason of his or her conspicuous services to the Association and/or the discipline of Ukrainian association of SA is deemed worthy of such honor.

8.7.2 Honorary life members are not required to pay any fees or subscriptions relating to their membership of the Association.

8.7.3 Despite anything in this constitution to the contrary, an honorary life member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting;
- but
- (2) has no right to vote at any general meeting.

8.8. Register of members

8.8.1 A register of members of the Association must be kept.

8.8.2 The following must be entered in the register of members in respect of each member:

- (1) the full name of the member;
- (2) the residential address, facsimile number and electronic mail address, Tel no and Cell no.
- (3) the category of membership;
- (4) the date of admission to and cessation of membership;
- (5) the date of last payment of the member's annual subscription;

8.8.3 Each member must notify the secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

8.8.4 Membership in the UAZA may not be transferred.

8.9. APPLICATION FEE

8.9.1 The application fee payable by each applicant for membership is the sum the Executive Committee determines for each category of membership.

8.9.2 No application fee is payable by any honorary life member.

8.10. Annual subscription fee

8.10.1 The annual subscription fee payable by a member of the Association is the sum the Executive Committee determines and the Association approves in the annual general meeting.

8.10.2 All annual subscriptions are due and payable in advance on the first day of the financial year in each year (1 March).

8.10.3 Reminder notices for renewal of membership will be sent three months before the due date of renewal of membership.

8.10.4 If a person is admitted to membership of the Association during the six months preceding the end of a financial year, the Executive Committee may reduce the annual subscription payable by the applicant in any manner they see fit.

8.10.5 No annual subscription is payable by any honorary life member.

8.11. Unpaid annual subscriptions

8.11.1 If the annual subscription of a member is not paid by the due date, the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the executive see fit.

8.11.2 If the full amount of the annual subscription payable by a member is not received by the secretary within three months after the due date for payment, the membership of the member shall without any further action be terminated.

8.12. Resignation from membership

8.12.1 A member may resign from membership of the Association by giving written notice to the secretary.

8.12.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

8.13. Failure to pay

8.13.1 If a member has not paid all arrears of annual subscriptions under rule 8.10 or, if paid, the member's rights and privileges are not reinstated

(1) the member remains liable for all the obligations and liabilities of membership until the expiration of 3 months after the date by which the annual subscription was payable; and

(2) the member ceases to be a member and member's name must be removed from the register of members at the expiration of the 3 month period

8.14. Cessation of membership

8.14.1 A member ceases to be a member:

(1) on the death of the member; or

(2) if the member is expelled under rule 8.15

8.14.2 An honorary life member ceases to be a member:

(1) if the member is an individual, in accordance with rule 8.12; or

(2) if the executive, for any reason, request in writing the resignation of the member and the member does not resign within 2 months after the request is sent.

8.14.3 If any member ceases to be a member under this constitution, the member remains liable to pay to the Association for any money which, at the time of the member ceasing to be a member, the member owes to the Association.

8.15. Disciplining members

8.15.1 If any member:

(1) Willfully refuses or neglects to comply with the provisions of this constitution; or

(2) is guilty of any conduct which, in the opinion of the executive, is unbecoming of a member or prejudicial to the interest of the Association; the Executive Committee may resolve to expel the member from the Association and to remove the member's name from the register of members.

8.15.2 Where the Executive Committee expels a member, the Secretary must, as soon as possible, notify the member in writing:

(1) that the executive has expelled the member;

(2) of the grounds for the expulsion; and

(3) that if she/he desires, she/he may, within 14 days of receiving such notice appeal against the expulsion.

8.15.3 The expulsion of a member does not take effect:

(1) until 15 days after the notification; or

(2) until the conclusion of the general meeting convened to hear any appeal, whichever is the later date.

8.15.4 A member given notice may appeal against the expulsion to a general meeting by writing to the secretary, within 14 days of service of that notice, demanding that a meeting for this purpose be convened.

8.15.5 On receipt of a demand, the secretary must notify the executive and convene a general meeting of members to be held within 60 days of the date the demand was received.

8.15.6 At a general meeting convened under rule 8.15.5:

(1) the only business will be the question of the expulsion;

(2) the Executive Committee must provide the meeting with details of the grounds of and the reasons for the expulsion;

(3) the expelled member must be given an opportunity to be heard; and

(4) the members present must vote by secret ballot on whether the expulsion should be lifted or confirmed.

8.15.7 If the member does not appeal or the general meeting votes to confirm the expulsion, the secretary must remove the name of the member from the register of members.

9. GENERAL MEETING OF MEMBERS

9.1. Powers of the General Meeting

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 Executive Committee but no such resolution of the Association shall nullify any earlier resolution taken by the Executive Committee in accordance with the provisions of this Constitution.

9.2. General Meetings of the Association may be conducted face-to-face or electronically which would allow members to be present and participate through electronic means.

9.3. Requirement to hold an annual general meeting

9.3.1 The Association must hold an annual general meeting at least once in every financial year and within 6 months after the end of its financial year.

9.3.2 When possible, the annual general meeting will be held in conjunction with any conference/ symposium/ other event held by the Association.

9.4. Business of an annual general meeting

9.4.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

(1) the consideration of the annual financial report and Chairman's report

(2) the election of executive;

- (3) the appointment of the bookkeeper/auditor; and
- (4) the fixing remuneration for members of Executive Committee and the auditor
- (5) changes to the constitution that members may want to make.

All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

9.4.2 The business of the annual general meeting also includes any other business which under this constitution ought to be transacted at an annual general meeting.

9.4.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.

9.4.4 If the Association's bookkeeper/auditor or representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask

9.5. Chair at all meetings

The President is to chair the annual general meetings, general meetings and meetings of the Executive Committee. If the President is absent, the Vice-President chairs that meeting. In the absence of both the President and Vice-President, any executive member chosen by the elected officers present will chair that meeting.

9.6. Resolutions proposed by members

9.6.1 A member may not at any meeting move any resolution relating to special business unless:

- (1) members with at least 5% of the votes that may be cast on the resolution have given the Association notice of the resolution and 2 months' notice has elapsed since the notice was given; or
- (2) the resolution has previously been approved by the Executive Committee.

9.7. Minutes of the meetings to be kept

9.7.1 The Executive Committee must keep minute books in which they record within 1 month:

- (1) proceedings and resolutions of meetings of the Association 's members;
- (2) proceedings and resolutions of Executive Committee meetings

9.7.2 The Executive Committe must ensure that minutes of a meeting are adopted and seconded at the beginning of the meeting.

- (1) by the chair of the meeting.

9.7.3 The Executive Committee must ensure that minutes of the passing of a resolution without a meeting are signed by an executive member within a reasonable time after the resolution is passed.

9.7.4 Without limiting the rule the executive must record in the minute books:

- (1) all appointments of officers;
- (2) the names of the Members of Executive Committee present at all meetings

(3) in the case of a technology meeting, the nature of the technology.

9.7.5 The minutes of General Meetings shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

9.8. Calling of general meeting

9.8.1 A majority of Executive members may call a general meeting whenever they see fit.

9.8.2 Except as permitted by law, a general meeting, to be called the annual general meeting, must be held at least once in every calendar year.

9.9 Calling of special general meeting

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

9.10. Postponement of general meeting

9.10.1 The Executive Committee may postpone the holding of any general meeting with providing valid reasons for not more than 42 days after the date for which it was originally called.

9.10.2 Whenever any meeting is postponed the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

9.11 Quorum

9.11.1 The quorum for a meeting of the Association's members is 25 percent of full members entitled to vote and the quorum must be present at all times during the meeting

9.11.2 In determining whether a quorum is present, individuals attending as proxies are counted. If an individual is attending both as a member and as a proxy, the individual is counted separately.

9.11.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting the meeting is adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment.

9.11.4 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.

9.12. Voting processes

9.12.1 At any general meeting of members, each full member present has 1 vote on a show of hands and on a poll.

9.12.2 The vote may be exercised in person or by proxy.

9.12.3 Any member attending a meeting by technological means may cast 1 vote.

9.12.4 A member is not entitled to vote at a general meeting if the annual subscription of the member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

9.12.5 A resolution put to the vote at a meeting of the Association's members must be decided on a show of hands unless a poll is demanded.

9.12.6 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

9.12.7 Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes.

9.12.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member or proxy.

9.12.9 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

9.13. Conducting poll

9.13.1 A poll may be demanded on any resolution.

9.13.2 A demand for a poll may be withdrawn.

9.13.3 At a meeting of the Association's members, a poll may be demanded by:

- (1) at least 3 members entitled to vote on the resolution; or
- (2) the chair.

9.13.4 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

9.13.5 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

9.13.6 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

9.13.7 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

9.14. Proxy representatives

9.14.1 A member who is entitled to attend and cast a vote at a meeting of the Association's members may appoint an individual as the member's proxy to attend and vote for the member at the meeting. The proxy need not be a full member.

9.14.2 A proxy appointed to attend and vote for a member has the same rights as the member:

- (1) to speak at the meeting;

(2) to vote (but only to the extent allowed by the appointment); and

(3) to join in a demand for a poll.

9.14.3 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

9.14.4 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

9.14.5 A proxy may be revoked at any time by notice in writing to the Association.

9.14.6 An appointment of a proxy is valid if it is signed or otherwise electronically authenticated by the member making the appointment and contains the following information:

(1) the member's name and address;

(2) the Association 's name;

(3) the proxy's name or the name of the office held by the proxy; and

(4) the meetings at which the appointment may be used.

An appointment may be a standing one.

9.14.7 An electronically authenticated appointment of a proxy must in addition to rule:

(1) include a method of identifying the member; and

(2) include an indication of the member's approval of the information communicated.

9.14.8 If the electronically authenticated appointment of a proxy is done through either email or internet-based voting:

(1) the member must be identified by personal details such as the member's name, personal address and date of birth; and

(2) the member's approval must be communicated by a form of security.

9.14.9 An undated appointment is taken to have been dated on the date it is given to the Association.

9.14.10 An appointment may specify the way the proxy is to vote on a particular resolution. If it does the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way.

9.15 Approving resolutions without general meeting

9.15.1 This rule applies to resolutions which this constitution, requires or permits, to be passed at a general meeting.

9.15.2 The Association may pass a resolution without a general meeting being held if 66% the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

9.15.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.

9.15.4 The resolution is passed when the last member signs.

9.15.6 If the Association receives by facsimile transmission/e-mail/pdf format a copy of a document referred to in this rule it is entitled to assume that the copy is a true copy.

10. NOTICES OF MEETINGS

10.1 At least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices.

10.2 Written notice of a meeting of the Association's members must be given individually to each member entitled to vote at the meeting;

10.3 The Association may give the notice of meeting to a member:

- (1) personally;
- (2) by mail or e-mail
- (3) by phone or by fax
- (4) website/social media

10.4 A notice of meeting given to a member is not effective if:

- (1) in the case of service by electronic mail, the Association's computer reports that delivery has failed; or
- (2) in either case the addressee notifies the Association immediately that the notice was not fully received in a legible form.

10.5 Subject to this constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

10.6 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (4) be worded and presented in a clear, concise and effective manner;

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

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

10.9 If posted, notices shall be deemed to have been received seven days after posting.

11. FINANCES AND REPORTS

11.1 The Executive must open Bank account in the name of the Association with the registered Bank.

11.2 Signing: Cheques and other documents requiring signature on behalf of the Association shall be signed by at least two persons authorized by the Executive Committee.

11.3 Financial year-end: The financial year end of the Association shall be 31st of March.

11.4 Financial Report: The Executive must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

12. AMENDMENTS AND DISSOLUTION:

12.1 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.

12.2 At least twenty-one days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Association.

12.3 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 nonprofit organization which the Executive 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;

(1) Any similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act,

(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,

(3) Any department of state or administration in the national or provincial or local sphere of government of the Republic.

12.4 If the Association is dissolved, all debts must be paid. Every member of the Association undertakes to contribute an amount not exceeding R1 to the Association in the event of its being winding up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

(1) of the debts and liabilities of the Association (contracted before the member ceases to be a member);

(2) of the costs, charges and expenses of dissolution.

13. INFORMATION PROVISION

13.1 Journal and newsletter and website

13.1.1 The Association may publish a Bulletin or Journal.

13.1.2 The Association shall publish a newsletter so often as the executive deem necessary but in any case, no less than annually.

13.1.3 The Association will have its website.

13.1.4 The Public Relations or full member appointed by Executive Committee shall be responsible for the publication of the Bulletin, journal and the newsletters , updating website, facebook page and other media platforms.

13.2. Where appropriate, the Executive Committee may appoint any member of the Association, or if no such member is willing or able to act as such, any suitable person, to be the delegate of the Association to any other body.

13.3 Only the President or Public Relations or a full member authorized by the Executive Committee to make statements to the press on behalf of the Association.

14. DISPUTE RESOLUTION

14.1 Disputes or controversies among Members, Executive Members, Officers, committee members, or volunteers of the UAZA must be resolved in accordance with any dispute resolution mechanism prescribed by the Executive Committee or General Meeting, on a case by case basis, and in accordance with the spirit of the purposes and objects of the UAZA as provided in this Constitution.

14.2 Any decision reached by the dispute resolution mechanism prescribed by the Executive Committee or General Meeting shall be binding on all parties involved in the dispute and no further recourse shall be available. Any such decision shall be communicated to the Executive Committee who shall inform the Members.

15. APPROVAL OF COSTITUTION

15.1 This constitution was adopted at a general meeting of UAZA held in Cape Town on 6th of May 2017.

SCHEDULE A

Schedule of First Full Members

#	Name	Address	Date	Signature
1.	Dzvenyslava Kachur	5 Daisy way Newlands 7700	06.05.2017	
2.	Tatiana KUTN	3 Dreyer huis Lamberts Bay	6.05.2017	
3.	Nadiia Pryimak	8 Knorhoek Close Strand	6.05.2017	
4.	Iryna Krivosk	10 Village Sq 210 Blaauwberg Rd	6.05.2017	
5.	Antonina Dariienko	La Vita farm Wellington	06.05.17	
6.	NADIYA KYVENKO	77 ARENANORM ROYALSCOT	6.05.17	
7.	Tatyana Shilina	3 Pearl Lane Constantia	6.05.17	
8.	Olesya Malviya	51 van der Merwe Som. West	6.05.17	
9.	Inna Panduk	296 Cliffendale Drive, Facie Glen, PTA	06.05.2017	
10.	Dmitriy Shilin	3 Pearl Lane Constantia	6.05.17	
11.	pp Svitlana Lebeduch	18 Montrose Som Ridge	6.05.17	
12.	pp Suzanna L. Dary	6 Boppkuine Durbanville	6.05.17	
13.	pp Zoia Dei	15 King St, Victoria Court Durbanville		
14.	pp Volodymyr Dei	15 King St Durbanville	6.05.17	
15.	pp Hannah Zhukorina	10 Village Sq 210 Blaauwberg	6.05.17	
16.	Nataliia Klymenko	30 Lower Pypies Plain, Vredhoek	06.05.17	
17.	Natalia Novikova	2 Wraybury Close Newlands	06.05.2017	
18.	Olena Polovchenko	405 Raceville Rd Rosmead Rd, Kenilworth	06.05.2017	
19.	Ganna Ovrakhova	26 Millwood Crescent Tygerdal, Groenwood	07.05.2017	
20.				

SCHEDULE B

REQUIREMENTS FOR APPROVAL AS PUBLIC BENEFIT ORGANISATIONS

As provided for in Clause 6 of this Constitution, The Association intends to apply to the Commissioner for SARS for approval as a Public Benefit Organisation 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 organisation.
2. Ensure that no single person directly or indirectly controls the decision making powers relating to the Association.
3. Is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise 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 are utilised 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.