



CONSTITUTION OF THE FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN) PBO 930055453

1. NAME

The name of the Voluntary Association is *The Friends of Orchestral Music (Cape Town) ("Friends")*. This organisation is established in terms of this revised Constitution as an association not for gain.

2. CONTINUATION OF THIS VOLUNTARY ASSOCIATION

- 2.1 This Voluntary Association was established as a Society under the name of The Friends of Orchestral Music (Cape Town) and will continue to exist as a legal persona and will henceforth conduct its affairs in pursuance of the objects and subject to the terms of this Constitution as an association. The activities of the organisation are carried on in a non-profit manner and with an altruistic or philanthropic intent,
- 2.2 *Friends* shall:
- Exist in its own right, separately from its members.
 - Be able to own property and other possessions.
 - Be able to sue and be sued in its own name.
 - Continue to exist even when its membership changes and there are different office bearers.

3. OBJECTIVES

The objectives of the *Friends* are:

- 3.1 To assist in developing, generating and promoting awareness of orchestral music in greater Cape Town and surrounding areas in the Western Cape especially to the previously disadvantaged communities such that access to the participation in performances is ensured for all communities;
- 3.2 To raise funds to assist orchestras, directly or indirectly to promote orchestral playing and to assist existing or potential orchestral players with specific emphasis on fostering the playing of classical music among the previously disadvantaged communities;
- 3.3 To support, through financial contributions and scholarships, deserving students especially from previously disadvantaged communities to further their musical and instrumental studies with a view to pursuing a professional orchestral career. No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).

- 3.4 The funds of the public benefit organisation will be used solely for the objects for which it was established.

4. MEMBERSHIP

Membership of the *Friends* will comprise the following:

- 4.1 An **ordinary member** is a person whose subscription is paid-up for the relevant period. An ordinary member may be an individual or a family at differentiated subscriptions, but a family shall be regarded as one eligible member for voting purposes.
- 4.2 A **youth member** is a person who has not reached the age of 21 years or is a full-time student and who will be entitled to join the *Friends* at a special membership rate upon production of an identity or student card. A youth member will only be entitled to the special discount afforded members in respect of season ticket bookings.
- 4.3 A **corporate member** is a company, close corporation, partnership or other business association accepted by the *Friends* as such and whose subscription is paid-up for the relevant period. A corporate member will, through its nominated representative, have a right to speak and to vote at all Annual General Meetings or Special General Meetings.
- 4.4 An **associate member** is a person who must be a paid-up member of any music society situated outside the Cape Town Metropole and within or outside the boundaries of South Africa and which grants similar associated membership of such music society to the members of the *Friends*. Such an associate member will have no right to vote at Annual General Meetings or Special General Meetings.
- 4.5 An **honorary member** is a person who is nominated as such by the Committee. An honorary member will have the right to speak and to vote at Annual General Meetings or Special General Meetings and will not be required to pay subscriptions. Such honorary membership may be revoked by the Committee at any time without giving reasons.
- 4.6 The Committee shall, once per annum, have the sole competence to establish membership fees of the *Friends*.

All the above members save those specified in sub-clauses 4.4 and 4.5 will later be referred to in this Constitution as 'eligible members'.

5. SUBSCRIPTIONS

- 5.1 The annual subscription in respect of each class of member, individual, family, corporate or youth, specified above for any financial year (i.e. 1 January to 31 December) will be fixed by the Committee from year to year before the end of the immediately preceding financial year and will accrue exclusively to the account of the *Friends*. The Committee may in its discretion fix a reduced subscription of 50% of the annual subscription in respect of any member who joins the *Friends* after 30 June (that is mid-financial year) in respect of that financial year, which reduction will not be applicable to the renewal of a lapsed membership.

- 5.2 Members of the ***Friends*** are entitled to certain benefits that are described in the Membership Application form and the ***Friends'*** Website (www.fomct.com) and that may be changed by the Committee from time to time. The benefits of youth membership will be limited in the discretion of the Committee.
- 5.3 Voting rights are only assigned to those members who are fully paid up as of one month after the commencement of the new financial year, e.g. paid up by the 31st Of January.
- 5.4 The membership fees are calculated excluding VAT.
- 5.5 The liability of a member due to his or her membership against creditors of the ***Friends*** is limited to the payment of any amount owing by him or her to the ***Friends*** in terms of the Constitution.

6. MANAGEMENT

- 6.1 The ***Friends*** will be managed from one Annual General Meeting to the next by a Committee of its eligible members elected at the Annual General Meeting plus any members co-opted by the Committee, as provided herein. The members so elected may not be related to each other. At the first meeting of the Committee following the Annual General Meeting, the Committee will elect a Chairman, a Vice-Chairman, a Treasurer and a Secretary, all of whom must be members of the Committee. The Chairman, Vice-Chairman, Treasurer and Secretary and such members as may be co-opted by the Chairman from time to time, shall constitute the Executive Committee of the management of the ***Friends***. No office bearer of the Committee shall be remunerated for any activity undertaken on behalf of the ***Friends***. In the event of any of them at any time being unable or unwilling to continue to act as such or ceasing to be a member of the Committee, the Committee will elect another of its members in his or her place and may co-opt another member of the in order to fill that vacancy. ***Friends*** will continue to exist even when its membership changes and there are different office bearers.
- 6.2 The Committee shall have no more than 10 members.
- 6.3 A quorum at all meetings of the Committee will be five members, or 50% of the size of the Committee at that particular date, whatever is the lesser.
- 6.4 If the Chairman is temporarily absent at any meeting of the Committee, the Vice-Chairman will preside. In the event of neither being present, the meeting will elect its own Chairman for that meeting from those attending.
- 6.5 The Chairman, or in his/her absence, the Vice-Chairman will ex officio be a member on any sub-Committee.
- 6.6 Decisions of the Committee shall be taken by majority vote. In addition to a deliberative vote, the Chairman will have a casting vote in the event of a tie. At least three persons who accept fiduciary responsibility for the public benefit organisation will not be connected persons in relation to one another and no single person directly or indirectly controls the decisions making powers relating to such organisation.
- 6.7 Committee members who are absent for more than two consecutive meetings of the Committee, without the permission of the Chairman, will cease to be a member of the Committee.

- 6.8 The Secretary (or if absent, another member of the Committee nominated by the Committee) will record the minutes of the proceedings at all Annual General Meetings, Special General Meetings and Committee Meetings and the Secretary will keep a register of all members.
- 6.9 No member of the Committee shall be personally liable for any loss or damage caused by, or resulting from, any act or omission in the execution of their duty in relation to the **Friends**, as long as all actions are performed in good faith in the course of their duties. No members of the Committee will have rights in the property or assets of the Friends solely by virtue of their being members. Members or office bearers of the organisation do not have rights over any property or assets that belong to the organisation.
- 6.10 The Committee has the right to co-opt additional Committee members from the members of the **Friends**, up to a maximum of two, if required. Such co-opted members shall not have a vote.
- 6.11 If a majority of Committee members present at any Committee meeting and constituting a quorum passes a vote of no confidence in any office-bearer on the Committee, seven days' prior notice of such motion having been given to the Secretary, who will in writing or by e-mail notify all other Committee members thereof, the affected office-bearer will forthwith cease to hold that office and a replacement will be elected either at that meeting or at a subsequent meeting of the Committee.

7. DUTIES OF THE COMMITTEE

- 7.1 The Committee will administer the **Friends** in terms of its objectives and is empowered to do everything necessary to achieve the objectives as set out above. However, the Committee is prohibited from directly or indirectly distributing any of its funds to any person (otherwise than in the course of undertaking its stated objectives as a non-profit organisation) and is required to utilise its funds for the intended purpose. Members or office bearers of the organisation do not have rights over any property or assets that belong to the organisation.
- 7.2 The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done. No remuneration will be paid 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 and has not and will not economically benefit any person in a manner which is not consistent with its objects,
- 7.3 The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance 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 this Act or any other Act administered by the Commissioner;
- 7.3 The Committee will meet at least once every two months. Meetings will be convened by the Secretary, either on the instructions of the Chairman or upon a request in writing (or e-mail) received from at least three Committee members. The Secretary will determine the earliest feasible date, time and place and will circularise the agenda. If the Secretary is not available to carry out these functions, or is the subject of the motion, these functions may be performed by any member of the Committee.

- 7.4 The Treasurer will, at every Committee meeting or when so requested by the Chairman, submit to the Committee financial statements giving details of income and expenditure as well as funds held in all bank accounts. The treasurer will be responsible on behalf of the Committee to ensure that proper financial accounting practices are applied according to generally accepted accounting principles and that the Annual Financial Statements are drafted and audited on an annual basis.
- 7.5 The Committee will, from time to time, organize special events for members of the ***Friends*** as a means of raising funds, to encourage further membership and to acknowledge members for their association with the ***Friends***.
- 7.6 The Committee will maintain a close working relationship with the Management of the Cape Town Philharmonic Orchestra and members of the Orchestra. The Committee will also cultivate mutually beneficial relationships with other classical music societies and organisations active in and around the Greater Cape Town area. These affiliations entered into by the ***Friends*** will ensure reciprocal arrangements with other organisations having similar objectives.
- 7.7 The Committee will convene the Annual General Meeting via the Secretary.
- 7.8 The Committee has the power to make by-laws and rules for the proper administration of the ***Friends*** which are not inconsistent with this Constitution.
- 7.9 The Committee has the power to appoint sub-committees to deal with specific matters or projects. Such sub-committees will report on their activities and submit their recommendations to the Committee for final approval. The current sub-committees are: finance, membership and marketing, sponsorships and events.
- 7.10 The Committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.
- 7.11 Committee Members are expected to participate in at least one sub-committee. The number of sub-committees may be changed by the Committee from time to time to conform to the needs of the ***Friends***.
- 7.12 The Committee has the right and authority to delegate to any one of its members any powers required to operate on behalf and to the benefit of the ***Friends***.
- 7.13 The Committee has the right to buy, sell, hold or manage any assets accruing to the ***Friends*** or owned by the ***Friends***, including such assets which might accrue through a bequest.
- 7.14 Operate a bank account(s) on behalf of the ***Friends*** into which all funds belonging to the ***Friends*** must be deposited.
- 7.15 No resources will be used, directly or indirectly, to support, advance or oppose any political Party.
- 7.15 The Committee shall from time to time pay any amount to any person, corporate body or institution for the furtherance of the objects of the ***Friends*** subject to:
- 7.15.1 The ***Friends*** have adequate funds available;

- 7.15.2 The purpose follows within the objects of the *Friends*;
- 7.15.3 The Committee, after thorough investigation, approves the project or purpose of the payment;
- 7.15.4 Having received a thoroughly motivated proposal, having the necessary banking facilities and undertaking to use said funds within a period of 6 months;
- 7.15.5 The recipient of the funds acknowledging receipt thereof and providing written or performance-related feedback as to how the funds were used.

8. BANKING

8.1 All funds of the *Friends* will be deposited in the name of the *Friends* at a commercial bank. Cheques and withdrawals will bear at least two signatures from a list of Committee Members authorized by the Committee, save that the Treasurer may be authorised to carry out electronic banking on the Internet up to a limit of R50,000.00 (Fifty Thousand Rands); for sums greater a second electronic signature will be required.

8.2 No donation will be accepted 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 18(a). Provided that a donor, (other than a donor which is an approved public benefit organisation or institution, board or body which is exempt for tax in terms of section 10 (1)(cA)(i), which has as its sole or principle object the carrying on of any public benefit activity; may not impose any 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.

9. FINANCIAL YEAR

The financial year of the *Friends* will run annually from 1 January to 31 December.

10. ANNUAL GENERAL MEETING

- 10.1 The Annual General Meeting of the *Friends* will be held not later than 6 months after the end of each financial year. The Secretary will post, fax or e-mail the notice of such meeting to the members not less than fourteen days before the date of the meeting.
- 10.2 All meetings will be minuted and the approval thereof will be done at the following Annual General Meeting. A copy of each of the approved minutes will be kept on the organisations premises.
- 10.3 The agenda and the order of business at the Annual General Meeting will be as follows:
 - 10.3.1 Confirmation of the notice convening the meeting.
 - 10.3.2 Apologies received
 - 10.3.3 The tabling and, if required, the reading and approval, with or without amendment, of the minutes of the previous Annual General Meeting.
 - 10.3.4 The tabling and, if required, the reading and approval of the Chairman's report.

10.3.5 The tabling by the Treasurer and approval by the Annual General Meeting of the financial statements for the previous year.

10.3.6 The election of a minimum of 6 and a maximum of 10 eligible members of the *Friends* as Committee members. If more than the maximum number is nominated and seconded, the election will be by a show of hands.

10.3.7 The appointment of auditors for the current year.

10.3.8 Any notices of motion by any eligible member of the *Friends*, of which the Secretary has been notified in writing at least seven days before such Annual General Meeting.

10.3.9 Any other business which may properly be transacted at an Annual General Meeting.

10.4 15 eligible members, or 5% of eligible members (being the quorum required in Clause 11.2), whichever is the greater, must agree with a 75% majority in order for a motion to be passed.

11. QUORUM

11.1 No business will be transacted at any Annual General Meeting unless a quorum of members is present in person or by proxy at the time when the meeting commences.

11.2 A quorum at an Annual General Meeting is 15 eligible members, or 5% of eligible members, whichever is the greater.

11.3 If at the time appointed for an Annual General Meeting a quorum is not present, the meeting will stand adjourned for half an hour from the appointed time and the members then present in person or by proxy will constitute a quorum.

12. REVIEW AND RESCISSION OF DECISIONS

Notice to review and/or rescind any decision at any Annual General Meeting must be made in writing and lodged with the Secretary within seven days of the meeting at which the disputed decision was taken.

13. SPECIAL GENERAL MEETINGS

13.1 A Special General Meeting may be called at any time by the Chairman. Notwithstanding the above, the Chairman shall call a Special General Meeting upon receipt of a written request to do so by no fewer than 10 eligible members, or 5% of eligible members, whichever is the greater. At all Special General Meetings, only the business stated in the agenda or notice of the meeting may be discussed and voted on. The quorum for voting purposes will be as for an Annual General Meeting.

13.2 The Secretary will give notice of the Special General Meeting to all members in writing by post, by fax or by e-mail at least 14 days before the date of such meeting.

13.3 15 eligible members, or 5% of eligible members (being the quorum required in Clause 11.2), whichever is the greater, must agree with a 75% majority in order for a motion to be passed.

14. ASSOCIATION WITH NON-PROFIT ORGANISATIONS ABROAD FOR THE PURPOSES OF FUND-RAISING FOR THE *FRIENDS OF ORCHESTRAL MUSIC (CAPE TOWN)*.

The *Friends* shall have the right to enter into agreements with non-profit organisations abroad that espouse similar objectives to or are associated with the *Friends*, with the express purpose of raising funds for the *Friends*.

15. AMENDMENT OF THE CONSTITUTION

- 15.1 Any Notice of Motion to amend, alter or review the Constitution may be tabled by the Committee or by a minimum of ten eligible members at either an Annual General Meeting or a Special General Meeting. Notice of the intention to table such a motion must reach the Secretary at least 30 days before the meeting at which the motion is to be tabled. To be adopted, any such motion, either in its original form or in an amended form, will require a majority of two-thirds of a quorum of eligible members present and entitled to vote.
- 15.2 This Constitution shall be binding on all members of the *Friends* and may be amended or replaced by a majority of two thirds of the members present or represented by a proxy at an Annual General Meeting or Special General Meeting.
- 15.3 Any change to this Constitution must be filed with SARS Tax Exemption Unit as soon as the amendment(s) have been affected.

16. DISSOLUTION

- 16.1 The *Friends* may not be dissolved, wound up or placed in voluntary liquidation, except by a resolution passed at a Special General Meeting convened for that specific purpose. Such a resolution shall not be passed without the support of a 75% majority of members present or by proxy and entitled to vote.
- 16.2 If upon dissolution of the *Friends*,
- 16.2.1 A public benefit organisation which has been approved in terms of section 30 of the Act,
- 16.2.2 Any institution, board or body which is exempt from the payment of income tax
In terms of section 10(1)(cA)(i) of the Act, which has as its sole or principle object the carrying on of any public benefit activity; or
- 16.2.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act.

This amended Constitution, to comply with the requirements of SARS in respect to the section 18(a) Income Tax act was adopted unanimously at an meeting of the executive committee on December 9, 2017.



Chairman, the Friends of Orchestral Music (Cape Town)