

**CONSTITUTION OF THE FRIENDS OF BROOKSHAW HOME
As Amended and Revised at the August 2015 AGM**

PREAMBLE

Whereas the late LAURA ELIZABETH BROOKSHAW (born CHAPMAN), who died at Grahamstown on 2 February 1960, in terms of her Last Will, dated at Grahamstown on 11th July 1.949, hereinafter referred to as the "Will", established a Trust known as the "Brookshaw Trust" (herein after called "The Trust", for certain purposes set out in the Will, among which was the establishing of the Brookshaw Home, for the benefit of elderly persons resident in Grahamstown, and appointed two Trustees to administer the Trust.

And whereas the Trustee's decided in 1961 that the time had come to start the Brookshaw Home, and for that purpose purchased certain-buildings and ground in Grahamstown (the Brookshaw Home).

And whereas the representatives of certain organizations in Grahamstown, interested in the establishment of the Brookshaw Home, met in Grahamstown under the Chairmanship of the then Mayor of Grahamstown, on 10th May 1961, and appointed an Advisory Residents Committee to assist the said Trustees of the Trust in the establishment and running of the Home.

And whereas the need has arisen for an up to date Constitution enjoying the approval of the Department of Welfare of the Government of the Eastern Cape Province, and which must accord with the Older Persons Act 13 of 2006 (the Act) and its regulations, Regulation Gazette 33025, 1 April 2010 (the Regulations).

And whereas by operation of the Will, the number of Trustees has been reduced to one.

Now therefore the following shall be the Constitution of the Friends of Brookshaw:

1. NAME AND STATUS OF THE BROOKSHAW HOME

The name of the Brookshaw Home shall be the "Friends of Brookshaw", which shall be a Body Corporate having an existence distinct from that of its members, and having the capacity to sue and be sued in its own name, represented at all times relevant hereto by a Residents Committee as set out below and constituted in terms of the Act and the Regulations (the Residents Committee).

2. AIMS AND OBJECTIVES

The aims and objectives of the Friends of Brookshaw shall be to cater for the residence of elderly residents of Grahamstown, including those who are indigent and/or semi-invalid or invalids, in the Brookshaw Home and to that end administer Brookshaw Home, in accordance with the Act and the Regulations.

3. LOCALITY

The Friends of Brookshaw will render its services in the city of Grahamstown and in the area known as Lower Albany, through the facility established at Brookshaw Home, Donkin Street, Grahamstown.

4. MEMBERSHIP OF THE BROOKSHAW HOME

4.1 There shall be the following classes of membership:

- 4.1.1 Ordinary Membership;
- 4.1.2 Life Membership;
- 4.1.3 Honorary Membership.

Ordinary Membership:

All those persons who are resident in the Brookshaw Home shall be ordinary members thereof.

Life Membership:

Any persons who, or Corporation which, pays the Life Membership subscription determined by the Residents Committee from time to time, shall be a Life member of the Friends of Brookshaw.

Honorary Membership:

Honorary Life Membership may be conferred upon a person who has rendered exceptional service to the Brookshaw Home, and such members shall be conferred in the following way;

A person nominated by the Residents Committee for Honorary Life Membership, and if such nomination is thereafter confirmed by a majority of members attending the next succeeding Annual General meeting, such person shall be a Honorary Life Member;

Life members in good standing and Honorary Life Members shall enjoy equal voting rights to those of Ordinary Members at the meetings of the Friends of Brookshaw.

4.2 MEMBERSHIP OF THE RESIDENTS COMMITTEE OF THE FRIENDS OF BROOKSHAW, AND ITS DUTIES

4.2.1 Membership of the Residents Committee shall be in accordance with the provisions of Section 20 and Regulations 17, 18 and 19 of the Regulations.

4.2.2 The following persons shall be the members of the Residents Committee which shall consist of not less than 5 and not more than 12 members as follows:

- 4.2.2.1 Not less than 2 and not more than 7 members representing the residents of the Friends of Brookshaw elected by the majority of the residents from nominations by the residents, which may include members of the Friends of Brookshaw,

and any other person so nominated if qualified in terms of the provisions of Regulation 18(6) of the Regulations;

- 4.2.2.2 Not less than 1 and not more than 3 members representing the staff members of the Friends of Brookshaw, elected by staff members from nominations by staff members;
 - 4.2.2.3 One member representing the local community and nominated and elected as set out in Regulation 17(3) of the Regulations, the Manager and residents considering such nominations to appoint a suitable person from that list of nominations;
 - 4.2.2.4 The Manager of the Friends of Brookshaw ex officio.
- 4.2.3 The Residents Committee must ensure that the Manager of the Friends of Brookshaw:
- 4.2.3.1 Facilitates interaction between the members of the Friends of Brookshaw and their families, the public in general and the Residents Committee;
 - 4.2.3.2 Provides quality service to the residents and members of the Friends of Brookshaw;
 - 4.2.3.3 Provides opportunities for the training of the staff of the Friends of Brookshaw;
 - 4.2.3.4 Applies principles of sound financial management and submits quarterly financial reports to the members and staff of the Friends of Brookshaw;
 - X 4.2.3.5 Monitors activities at the Friends of Brookshaw in order to deal speedily with any incidents of abuse of the members and take steps to report such incidents to the appropriate authority;
 - 4.2.3.6 Consult the Residents Committee on the appointment of the residential staff;
 - 4.2.3.7 Establishes a complaints procedure/s for the residents and staff of the Friends of Brookshaw and persons who wish to lodge a complaint on behalf of any such resident; and
 - 4.2.3.8 Does everything necessary or expedient for the effective functioning of the residential facility.

- 4.2.4 The terms of office and vacation of office of the Residents Committee as also the grounds for removal from office shall be governed in all respects by the provisions of Regulation 18 of the Regulations.

5. ADMINISTRATION

- 5.1 The affairs of the Friends of Brookshaw shall be administered by the Residents Committee in accordance with the Act and the Regulations, the first meeting of such committee to be held within 30 day of its election at which meeting a Chairperson and Vice-Chairperson must be appointed by the members of the Residents Committee, and thereafter meetings will be held monthly at Brookshaw Home and at such times as the Residents Committee determines.
- 5.2 The Chairperson of the Residents Committee may at any time call a special meeting of the Residents Committee or on a request in writing from at least 3 members of the committee.
- 5.3 A quorum at any meeting of the Residents Committee is formed by 50% plus 1 of all the members thereof.
- 5.4 A decision of the majority present at a meeting of the Residents Committee constitutes a decision of the committee and in the event of an equality of votes the Chair at that meeting has a casting vote in addition to a deliberate vote.
- 5.5 If the Chairperson is unable to attend a meeting, the members of the Residents Committee must elect another Chairperson to act as such for that meeting.
- 5.6 The Residents Committee must keep minutes of its meeting and circulate same to its members to be confirmed at the next meeting.
- 5.7 **Trustees:**
- There shall be two Trustee who shall be the Chairman and Treasurer for the time-being of the Residents Committee. Any legal proceedings brought, or contracts concluded, transfers made, bonds passed, or securities given by or on behalf of the Residents Committee shall be made in the names of the Trustees duly authorized by the Residents Committee.
- 5.8 **Powers of the Residents Committee:**
- The Residents Committee shall have the power to carry out the objects of the Friends of Brookshaw in accordance with this Constitution and the Act and the Regulations, in particular, but without limiting the generality of same to have the following powers:
- 5.8.1 To receive, administer and apply the monies of the Brookshaw home.

- 5.8.2 To purchase and take transfer of any movable or immovable property which it may consider necessary or desirable for carrying out of the objects of the Residents Committee, upon such terms as Residents Committee may deem fit, and from time to time to sell or lease any such property in its discretion.
- 5.8.3 To raise, borrow or lend monies at interest or otherwise, and to invest monies not immediately required to vary or realize any investments, to facilitate the said raising or borrowing of monies, to authorize the Trustees to mortgage any "of its immovable property and pass bonds there over or to pledge any of its movable property, provided that funds available for investment shall only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed Stock Exchange as defined in the Stock Exchange's Control Act 1985 (Act No: 1 of 1985).
- 5.8.4 To appoint, remunerate and terminate the appointment of attorneys and other professional advisors and to employ, remunerate and terminate the appointment of an Administrator, Nursing Sister, Caterer and such other members of staff as may be required.
- 5.8.5 To appoint and determine the remuneration of an Auditor and in the event of the Auditor resigning, to appoint an Auditor to take his place until the next Annual General meeting.
- 5.8.6 To enter into and sign any contract or documents in the name of the Friends of Brookshaw and to institute, conduct, defend, compound or abandon any legal proceedings by or against the Friends of Brookshaw.
- 5.8.7 Institute, conduct, defend, compromise or abandon any legal proceedings by or against the Residents Committee or its officers or otherwise concerning its affairs.
- 5.8.8 To regulate its meetings and meetings of any sub-committees thereof in such manner as it may decide.
- 5.8.9 To do all such other acts as, in its opinion, are conducive to the attainment of the objects of the Friends of Brookshaw, provided that in order to enjoy exemption from liability for income tax it shall not carry on any trading operation in the commercial sense, embark on any speculative business transaction or be guilty of dividend stripping, or the letting of property for commercial profit.

6. MEETINGS

6.1 Annual general meeting of the Friends of Brookshaw:

- 6.1.1 The Annual General Meeting of the Friends of Brookshaw shall be held not later than four months after the end of the financial year, and at least seven days written notice of the intention to hold such meetings shall be given by Press Publication.

- 6.1.2 At the Annual General Meeting the following matters shall be dealt with:
- 6.1.2.1 A report by the Residents Committee on its activities since the last Annual General meeting;
 - 6.1.2.2 The presentation of an audited financial statement and approval thereof;
 - 6.1.2.3 The election of new members to the Residents Committee, but only insofar as this relates to the members thereof that the Friends of Brookshaw are entitled to elect (not less than 2 and not more than 7), and the appointment of a suitable person from the local community from those nominated all as set out in Regulation 17(2) of the Regulations, and only insofar as those committee members' terms of office have been terminated, or have terminated by effluxion of time as set out in Regulation 18 of the Regulations (a member of the Residents Committee, holds office for a period not exceeding 3 years but is subject to re-election thereafter, except the Manager who holds his/her position ex officio,;
 - 6.1.2.4 The appointment of an Auditor;
 - 6.1.2.5 Such other matters of which due notice has been given.

6.2 Special Meetings of the Friends of Brookshaw:

- 6.2.1 Special Meetings shall be convened by the Residents Committee or upon written request made by not less than five members;
- 6.2.2 At least fourteen days notice of any Special Meeting shall be given by the Residents Committee to all members;
- 6.2.3 The notice convening such Special Meeting shall state the business to be discussed at such meeting;

6.3 Minutes of the meeting of the members of the Friends of Brookshaw:

The Residents Committee shall cause Minutes of these meetings to be recorded and such Minutes when confirmed and signed by the Chairman at the next meeting of the Friends

of Brookshaw shall be prima facie proof of the correctness of the matters recorded therein.

6.4 Quorum:

6.4.1 The quorum at the Annual general meeting, as well as that at any Special Meeting, shall consist of at least twenty members of the Friends of Brookshaw;

6.4.2 If there is no quorum present at an Annual General meeting or Special meeting, such meeting shall stand adjourned for not less than a week and the members attending such adjourned meeting shall constitute a quorum.

6.5 Manner of decision making:

Decisions shall be taken at all meetings, whether Annual General Meetings or Special meetings by show of hands, unless the Chairman orders that voting be conducted by secret ballot.

7. FINANCE

7.1 All monies received shall be paid into Banking Accounts and disbursements shall be made by Electronic Funds Transfer (EFT) or a cheque signed by any two of the following:
The Chairman of the Residents Committee,
The Administrator
and/or
The Treasurer.

The Chairman of the Residents Committee together with the Treasurer or the Administrator may appoint other members of the Residents Committee to sign on certain bank accounts; however these members can only co-sign with the Chairman or the Treasurer of the Administrator.

7.2 The Residents Committee shall cause full and true accounts to be kept, which accounts shall be balanced and audited by the Auditors as at the 31st March of each year when the financial year shall end.

8. GENERAL PROVISIONS

8.1 Membership of the Friends of Brookshaw or of the Residents Committee thereof shall not confer on any member any proprietary right, title or claim to, any interest in any of the property or assets of the Friends of Brookshaw nor of Brookshaw Home, nor shall any member by virtue of his or her membership incur any liability in respect of any claim or action brought against the Friends of Brookshaw.

8.2 The property and income of the Friends of Brookshaw shall be used solely to further its aims and objects and no portion thereof shall be transferred directly or indirectly through the medium of dividends, bonuses, or in any other way as profit to its members.

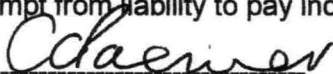
9. **AMENDMENTS TO THE CONSTITUTION**

The Constitution may be amended at any Annual General Meeting or Special Meeting, provided that notice of the intention to amend and of the terms of any proposed amendment, are contained in the notice convening such Annual General meeting of Special Meeting as the case may be.

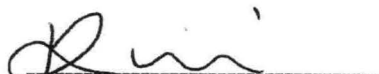
10. **DISSOLUTION**

The Friends of Brookshaw may be dissolved if at least two third of the members present and voting at the General Meeting of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty one days notice shall be given of such meeting and a notice convening the meeting shall clearly state that the question of dissolution and disposal of the assets of the Friends of Brookshaw will be considered. If there is no quorum at such a General Meeting the meeting shall stand adjourned for not less than one week and the members attending such further adjourned meeting shall constitute a quorum.

If upon dissolution of the Friends of Brookshaw there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be given to such other Organization, preferably having similar objects, which is authorized in terms of the Non-Profit Organizations Act 1997 (Act 71 of 1997) to collect contributions, as may be decided either by the members of the General meeting at which it is decided to dissolve the Friends of Brookshaw or; in default of such decision, as may be decided by the Director of Non-Profit Organizations, provided that the said Organization shall be exempt from liability to pay income tax.



Chairperson



Treasurer