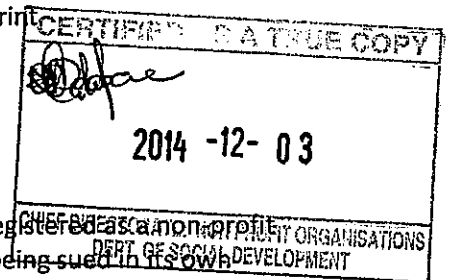


CONSTITUTION OF REVIVE – EMPOWERING EMOTIONAL CHANGE (PREVIOUSLY CALLED LIFELINE PORT ELIZABETH)

1. NAME AND AREA OF OPERATION

- 1.1 The name of the Association shall be: REVIVE – EMPOWERING EMOTIONAL CHANGE (previously called LifeLine Port Elizabeth) (hereafter referred to as the Association);
- 1.2 The Association is a public benefit organisation as defined in the Non Profit Organization Act of 1997;
- 1.3 The area of operation will be predominately the Eastern Cape Province of the Republic of South Africa (as defined in Section 103[1] of the Constitution of the Republic of South Africa of 1996).
REVIVE- EMPOWERING EMOTIONAL CHANGE will have a national footprint



2. LEGAL STATUS

- 2.1 The Association shall be an association formed not for gain;
- 2.2 The Association is a juristic body corporate, a voluntary organisation, registered as a non-profit organisation, capable of owning and dealing with property, suing and being sued in its own name and performing such acts as are necessary for or incidental to the achievement of its objectives and the exercise of its powers on the performance of its functions and duties under this constitution or under any statute of the Republic of South Africa;
- 2.3 The Association shall exist apart and distinct from its members and office bearers.

3. OBJECTIVES

The sole object of the Association is to carry out one or more public benefit activities as defined in section 30(1) of the Income Tax Act 58 of 1962, in a non-profit manner and with an altruistic and philanthropic intent.

Furthermore, the Association shall aim to provide social, developmental and public health products and services which are accessible, empowering and people-centred.

The objectives of the Association will be attained by providing products and services which include, inter alia, counselling, support, awareness and training services, programmes, projects on initiatives focused primarily on the emotional health, general development and well-being of the people:

- 3.1 as individuals;
- 3.2 as individuals in the context of their home, family, work and/or social environment; or
- 3.3 as individuals/or groups in relation to specific targeted socio-economic issues and/or trauma events, in the workplace, in the community and/or in the wider social environment; or
- 3.4 as individuals and/or groups in relation to society at large.

4. MEMBERSHIP

Membership of the Association shall be comprised of the following categories of persons:

- 4.1 Ordinary – upon completion of the required training and induction courses - the person may apply for membership to the Board of Management;
- 4.2 Lay Counsellor – upon successful completion of the prescribed training and induction courses for lay counsellors and acceptance as a lay counsellor by the Board of Management of the Association;
- 4.3 Honorary Life – if conferred by the Board of Management in recognition of services rendered to the Association;
- 4.4 Friend of REVIVE empowering emotional change– bestowed; in recognition of contribution became a

L. J. S.F.

Friend of REVIVE.

- 4.5 All persons shall become members of the Association on approval of the Board of Management and the Director shall be obliged to keep a register containing the names and addresses of all members of the Association. It shall be the duty of members to notify the Director of their postal addresses and any subsequent changes thereto.

5. RIGHTS, PRIVILEGES AND DUTIES OF MEMBERSHIP

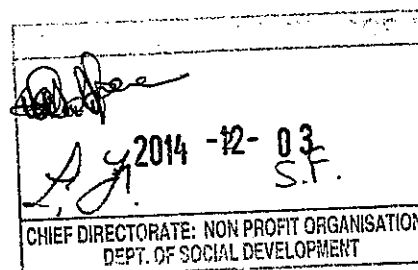
- 5.1 All members shall be entitled to attend all annual, or special general meetings of the Association but only Ordinary, Lay counsellor and Honorary Life members shall be entitled to vote at such meetings;
- 5.2 All members shall be entitled to attend such public lectures, demonstrations or discussions as may be arranged by the Association, and shall be entitled to receive such periodicals or literature the Association may issue from time to time;
- 5.3 It shall be the duty of each member to support the Association in the pursuit of its general objectives and to adhere to the accepted principles of the Association and to abide by its stated rules of conduct;
- 5.4 To ensure inclusivity the Association will ask a small membership fee payable by all. The tenure of membership is based on the compliance of members with the Associations Membership policy and Code of Conduct;
- 5.5 No member shall have any right, title or interest to or in the property, assets, funds or intellectual property and training material of the Association nor shall any member, by virtue of such membership, incur any personal liability of any nature whatsoever in respect of any claim made or action brought against the Association;
- 5.6 If the conduct of a member is, in the opinion of two-thirds majority of the Board of Management expressed at a Board of Management meeting, injurious to the interests of the Association, the Board of Management shall have the power to withdraw the person's membership.

6. COMMUNICATION WITH MEMBERS

- 6.1 Any notice or communication of whatever kind which is required to be given to a member in terms of this Constitution, may be sent by electronic medium to those members who have registered an e-mail address with the Director of the Association or, failing the registration and subsequent withdrawal of such email address, by ordinary post addressed to the postal address registered with the Director;
- 6.2 A member may at any time withdraw or change an address registered with the Director but such withdrawal or change must be done in writing for which an acknowledgement of receipt must be issued by the Director and the onus of withdrawing or altering an address shall always rest on the member. Any notice addressed to a member's registered address shall be regarded as being effective notice for the purposes of this Constitution;
- 6.3 Any general notice will and can be placed on the notice board and will be deemed as any of the other forms of communication been used.

7. TERMINATION OF MEMBERSHIP

- 7.1 A member shall cease to be a member of the Association:
- 7.1.1 with immediate effect after he/she notifies the Director in writing that he/she resigns his/her membership; or
- 7.1.2 if the Board of Management, after proper investigation and after due consideration of all evidence, finds the member guilty of conduct which is injurious to the interest and wellbeing of the Association or which constitutes a gross breach of the stated rules and disciplines of the Association.
- 7.2 A member whose membership has terminated as provided for in 7.1 above:
- 7.2.1 shall remain bound by his/her pledge of confidentiality.



7.2.2 shall remain bound by point 20

8. AFFILIATION & DEAFFILIATION

- 8.1 The Association has the right to join or affiliate directly to any local, provincial, national and international network or structure;
- 8.2 The Director is given the power to decide which operational networks and structures the Association should be a part of in terms of its day to day activities;
- 8.3 Proposals to affiliate to any structure that is deemed to have the power to influence/alter the scope of services, financial position and sustainability of the organisation, for example, a "national/head office" needs to be tabled at an Annual General Meeting or Special General Meeting where a majority vote of the 15 quorum of members is needed to pass such a resolution;
- 8.4 The Director reserves the right to terminate any networking agreement as outlined in 8.2 but only after informing the Board of Management as to the reasons for termination of the working agreement;
- 8.5 Decisions to de-affiliate from any "national/head office" as outlined in 8.3 needs to be voted on a majority vote of the 15 quorum of members.

RECEIVED ON A TRUE COPY
<i>[Signature]</i>
2014 -12- 03
CHIEF DIRECTORATE, NON PROFIT ORGANISATIONS, DEPT. OF SOCIAL DEVELOPMENT

9. ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- 9.1 The Annual General Meeting of the members of the Association shall take place no later than the 30th July of each year;
- 9.2 Notice of such meetings will be communicated as per section 6.1 of the Constitution;
- 9.3 Fifteen (15) members, in terms of Clause 4 hereof present shall constitute a quorum at any Annual General Meeting. If, within half-an-hour from the time appointed for the Annual General Meeting, a quorum is not present, the Annual General Meeting shall stand adjourned to the same day in the next week at the same time and place, or if that day be a public holiday, to the next succeeding week-day other than a public holiday. If at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall constitute a quorum;
- 9.4 The agenda for the Annual General Meeting shall be set by the Director in conjunction with the Board of Management;
- 9.5 Special resolutions:
- 9.5.1 Any special resolution which a member(s) wish to put at an Annual General Meeting shall Be lodged with the Chairperson in writing not later than 7 (seven) days after notice of the Annual General Meeting shall have been given in terms of clause 13.2 hereof;
- 9.5.2 The Director shall send copies of the special resolution to all members within 72 (seventy two) hours of the Special Resolution having been lodged with the Chairperson;
- 9.6 A Special General Meeting may be convened by the Chairman, or in his/her absence, the Vice-Chairman or their appointed Nominee, who shall be an elected member of the Board of Management, at any time if deemed necessary, such a meeting may also be called by 15 of the members of the Association, and when so called shall be held within twenty-eight (28) days of the notice being handed to the Chairman, Vice-Chairman, or their appointed Nominee, who shall be an elected member of the Board of Management;
- 9.6.1 Rules pertaining to notice of such Special General Meetings, quorum and postponements shall follow the rules of Annual General Meetings as set out in sub-clauses 9.2 and 9.3;
- 9.6.2 The agenda for such Special General Meeting shall be specified in the notice convening the meeting as determined by the Chairman, Vice-Chairman, or their appointed Nominee, who shall be an elected member of the Board of Management, or members calling for the meeting. No other business may be discussed without the consent of the Chairman of

[Signature] ³ S.F.

that meeting;

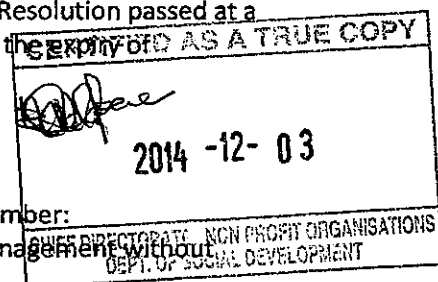
- 9.7 The Chairman of an Annual General Meeting or Special General Meeting shall be the Chairman or Vice-Chairman or their appointed nominee who shall be an elected member of the Board of Management;
- 9.8 At every General Meeting, each member, in terms of Clause 4 hereof, present in person shall be entitled to one (1) vote and the Chairman shall not have an additional casting vote;
- 9.9 Minutes of the Annual General Meeting and all Special General Meetings shall be kept;
- 9.10 The Audited Financial Statements for the past year shall be presented at every Annual General Meeting, for scrutiny and approval by members;
- 9.11 The members of this association agree that in the future electronic means (emails/faxes) can be used to communicate with each other which can constitute a Special General Meeting. If voting for any specific purpose is needed, information will be received by members twenty one days in advance. If two thirds of the members had replied back/took part in the electronic conversation, it will constitute a quorum and decisions taken will be binding. For members with no electronic means, hard copies will be posted so that they have at least 14 days to read/respond

10. THE BOARD OF MANAGEMENT

- 10.1 The governance and control of the Association shall be delegated to and shall vest in a body titled 'the Board of Management' and the same is hereby vested with full power and authority to manage the business affairs, activities and property of the Association in accordance with any directives, policy statements and guidelines adopted by the General Meeting of members from time to time;
- 10.2 The Board of Management shall consist of the following persons;
- 10.2.1 The Chairperson and vice-Chairperson;
 - 10.2.2 not less than four (4) members who shall be active members in terms of clause 4, elected at an Annual General Meeting.
 - 10.2.3 In addition, the Director of the Centre at that time shall serve as a Board of Management member;
 - 10.2.4 Not more than 3 persons co-opted to the Board of Management whether such person or persons are members of the Association or not, to serve on the Board of Management if it is of the opinion that such person or persons have attributes, skills or knowledge which will benefit the Board of Management/the Association if such person or persons serve on the Board of Management;
- 10.3 In order to achieve continuity on the Board of Management, only 50% of the elected members may retire at each Annual General Meeting;
- 10.4 All elected members of the Board of Management shall serve for a term of four (4) years from the date of their election, but shall be eligible for re-election for one further term;
- 10.5 No member of the Board of Management shall have an interest in, or benefit from, any contract which the Board of Management may conclude with any Company or person;
- 10.6 The Board of Management shall appoint a Secretary and a Treasurer from their number, who shall hold office until the next Annual General Meeting of the Association;
- 10.7 The Board of Management shall itself have power at any time and from time to time to fill any casual vacancy on the Board of Management, until the next Annual General Meeting;
- 10.8 A member of the Board of Management may be removed from office by Resolution passed at a duly constituted Special General Meeting of the Association and prior to the expiry of his/her term of office;
- 10.9 Minutes shall be kept of all meetings of the Board of Management.

11. TERMINATION OF MEMBERSHIP OF THE BOARD OF MANAGEMENT

- 11.1 A member of the Board of Management shall ipso facto cease to be a member:
- 11.1.1 After failing to attend two (2) consecutive meetings of the Board of Management



4
L. J. SF.

- leave of absence or apology supported by a reason deemed good and sufficient;
- 11.2. On the appointment of a new Board of Management at the Annual General Meeting or Special General Meeting of the Association.

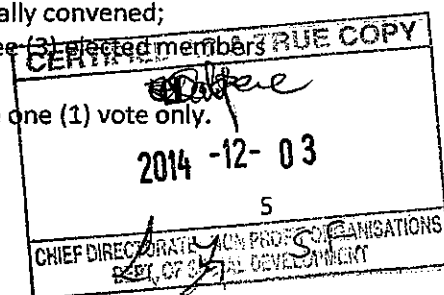
12. POWERS OF THE BOARD OF MANAGEMENT

The Board of Management shall be vested with power to generally promote the aims and objectives for which the Association is established, which shall, inter alia, include the following:

- 12.1 To acquire and/or lease premises deemed necessary and to acquire by purchase, exchange, donation, cession or otherwise, movable and immovable property and to procure, sell, hire, let, administer, work, equip, improve, develop, alienate, dispose of, or otherwise deal with movable or immovable property;
- 12.2 To borrow money on such terms and conditions as it may deem fit, and to give and receive donations and to secure payment of monies borrowed in any manner including the mortgaging and pledging of fixed property;
- 12.3 To ensure that the assets of the Association are adequately protected by insurance policies effected through a registered insurance company;
- 12.4 To enter into any contracts of any nature deemed to be in the overall interests of the Association;
- 12.5 To employ and dismiss the Director. The Director to employ and dismiss other staff.
- 12.6 To stipulate the salary of the Director; and the Director to stipulate the salary of the staff and to determine conditions of employment;
- 12.7 Such employees must be eligible for membership of the Association in terms of Clause 4.1 and/or 4.2.;
- 12.8 To institute or defend legal proceedings in any Court of Law;
- 12.9 To discharge debts and liabilities by payment or otherwise and to incur liability for debts and to make payment thereof;
- 12.10 To elect from members such representatives as may be required to attend National or International meetings;
- 12.11 To accept or terminate membership in any class as it deems fit;
- 12.12 The Chairman/Vice-Chairman, the Treasurer, and Director of the Board of Management shall be appointed to sign any documentation necessary or incidental to give effect to the provisions of Clause 17;
- 12.13 The Board of Management shall be entitled to form such sub-committees as may be deemed necessary to promote the work of the Association;
- 12.14 The Association shall not carry on any business which includes, inter alia, ordinary trading operations in the commercial sense, speculative transactions, or dividend stripping activities.
- 12.15 The activities of the Association shall be confined to the Republic of South Africa, and the funds of the Association will be applied within this area.

13. MEETINGS OF THE BOARD OF MANAGEMENT

- 13.1 The Board of Management shall meet at least once every two (2) months and notice of such meetings shall be sent to the members at least seven (7) days before the date of the meeting;
- 13.2 Ordinary or Special Meetings of the Board of Management may be convened by the Chairman, or in his/her absence, the Vice-Chairman, by telephonic notice to each member of the Board of Management;
- Evidence of serious attempt to contact each member of the Board of Management shall be deemed good and sufficient for such Special Meeting to be constitutionally convened;
- 13.3 The quorum of any Board of Management meeting must be at least three (3) elected members and the Director, or their appointed Nominee;
- 13.4 Each member of the Board of Management shall be entitled to exercise one (1) vote only.



The Chairman shall not have an additional casting vote.

14. PROPERTY AND INCOME

The complete inventory of the Association's assets (movable and immovable property) shall be kept on the following basis:

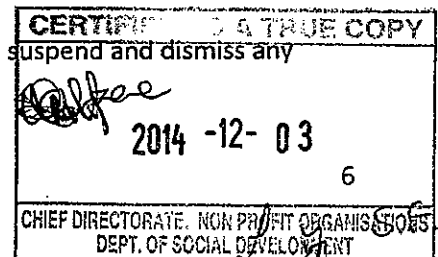
- 14.1 assets being the property of the Association;
- 14.2 assets on loan to the Association, clearly stating the basis on which the items have been loaned;
- 14.3 the inventory to be updated yearly in order that it may be tabled at the Annual General Meeting;
- 14.4 Where items are on loan to the Association the lender shall be informed in writing at least six (6) weeks prior to the Annual General Meeting that such item(s) is/are still in the possession of the Association, and enquiring whether the loan thereof may be extended for a further period;
- 14.5 The income and property of the Association shall be applied solely towards the promotion of its objectives as set forth in this Constitution and no portion thereof shall be distributable or transferred directly or indirectly whether by way of salary, dividend, bonus or otherwise howsoever to any of its members or office bearers except as reasonable compensation for services rendered by that member or office bearer to the Association;
- 14.6 The Association shall continue to exist notwithstanding changes in the composition of its members or office bearers.

15. LIMITATION OF POWER

- 15.1 The Association shall not have the power to carry on any business which includes inter alia, ordinary trading in the commercial sense, speculative transactions or dividend stripping activities;
- 15.2 Fundraising may be extended across International Borders of the Association.

16. THE DIRECTOR

- 16.1 The Board shall from time to time appoint a Director, with or without remuneration, who, by virtue of his/her office, shall be a member of the Board with full voting rights;
- 16.2 The Director shall be the Chief Executive Officer of the Association and shall have both the authority and the responsibility to administer the affairs of the Association. He/she will report directly to, and be accountable to, the Board of Management;
- 16.3 The Director is likewise vested with the authority, power and responsibility, subject to the control of the Board of Management, to implement the policies of the Board of Management. He/she shall be accountable to the Board for his/her actions as well as for the actions of the other staff of the Association in so far as it relates to the implementation of the policy of the Board of Management;
- 16.4 The Director shall have the power, exercised in consultation with the Board, to appoint such managers and or members of staff as may be necessary for the proper and effective functioning of the Association;
- 16.5 The Director shall exercise or perform all such other functions as are conferred upon him/her by the Board of Management;
- 16.6 The Director may not participate in any proceedings of the Board of Management at which his/her remuneration or other conditions of employment are deliberated;
- 16.7 The Director shall have the authority and responsibility for the effective supervision and control of the staff and shall maintain liaison between the Board of Management and the staff;
- 16.8 The Director may delegate so much of his or her functions to another employee or member of the Association or to any sub-committee or committee as the Board of Management may approve;
- 16.9 The Director is vested with the power and authority to discipline, suspend and dismiss any member of staff.



17. FINANCES

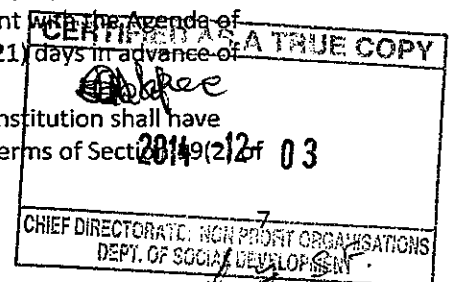
- 17.1 All assets, funds and property of the Association shall be held and registered in the name of the Association and shall be administered by the Board of Management;
- 17.2 No funds will be distributed to any person other than in the course of undertaking any public benefit activity, and the Association will utilize its funds solely for the objects for which the Association was established;
- 17.3 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 18A of the Income Tax Act 58 of 1962: provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(Ca)(i), which has as its sole or principal 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.
- 17.4 An accounting officer / auditor shall be appointed at the Annual General Meeting;
- 17.5 The financial year of the Association shall close on the LAST day of FEBRUARY of every year.
- 17.6 The duty of the Treasurer is to exercise control over the finances of the Association and to ensure that proper financial records are kept;
- 17.7 The Association will submit the required returns for income tax together with the relevant supporting documents to the South African Revenue Service;
- 17.8 The Board of Management has the authority to open and operate bank accounts with registered banking authorities in the name of and on behalf of the Association;
- 17.9 The Board of Management shall determine which of its members will have the authority to authorize financial transactions;
- 17.10 All financial transactions on behalf of the Association shall require the signatures of two of the three listed signatories;
- 17.11 The Treasurer shall present written Financial Statements at each and every Board of Management meeting.

18. AUDITOR

- 18.1 An Auditor, who shall be a qualified Accountant and Auditor and who may not be a member of the Board of Management or a member of the Association, shall be appointed and re-appointed by majority vote of the quorum of members;
- 18.2 No Auditor may be replaced without a Resolution to that effect having being passed at an Annual General Meeting or Special General Meeting called specifically to address this.

19. AMENDMENT OF CONSTITUTION

- 19.1 This Constitution may only be rescinded, amended or added to by a two-thirds majority vote of the quorum of 15 members, in terms of Clause 4 hereof, present at an Annual General Meeting or at a Special General Meeting of the members called for this purpose. Written notice of any proposed rescission, amendment or additions shall be sent ^{with the Agenda of} the said meeting to the members, such notice to be sent twenty one (21) days in advance of such meeting;
- 19.2 No amendment to this Constitution shall be valid until a copy of the Constitution shall have been sent to the Director of Non Profit Organisations as is required in terms of Section 20(1)(b) of the Non Profit Organisations Act 1997.



the Nonprofit Organisations Act, 1997 and the said Director has complied with the provisions of Section 19(3) of the said Act;

- 19.3 No amendment of this Constitution shall be valid until a copy of such amendment is submitted to the South African Revenue Service, and the said Commissioner does not rule that such amendments in any way jeopardizes the Association's exemption from the payment of income tax in terms of Section (10)(1)(f) of the Income Tax Act, 1962.

20. LIMITATIONS OF RIGHTS AND LIABILITIES


- 20.1 The Association shall be a Body Corporate and shall have an identity and existence distinct from its members or office-bearers;
- 20.2 Membership of the Association does not confer and shall not give to any member any right, title or claim to or any interest in any of the property, assets or intellectual property and training material of the Association, nor shall any member, by virtue of such membership, incur any personal liability or responsibility of any nature whatsoever in respect of any claim made or action brought against the Association arising from any cause whatsoever.


21. DISSOLUTION OF THE ASSOCIATION

- 21.1 The Association may be dissolved if at least two-thirds of the members, in terms of Clause 4 hereof, voting at a General Meeting of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty-one (21) days notice shall be given of such meeting and notice shall clearly state that the question of dissolution of the Association and disposal of its assets will be considered;
- 21.2 If there is no quorum at such a General Meeting, the meeting shall stand adjourned for not less than one week, whereupon the members attending such adjourned meeting shall constitute a quorum;
- 21.3 If upon dissolution of the Association, and 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. Such assets shall be given to such other registered Non Profit Organisation/s within the Eastern Cape Province, having similar objectives. This shall be decided by the members at the General Meeting at which it was decided to dissolve the Association, provided that such other organisation/s is/are itself exempt from income tax in terms of section 10(1)(f) of the Income Tax Act 1962.

We, the undersigned hereby certify that the above is the Constitution of Revive – Empowering emotional change

Signed at Port Elizabeth on this 22nd July 2014.


.....
CHAIRMAN


.....
VICE-CHAIRMAN

