

**CONSTITUTION OF
BEAUTY WITHOUT CRUELTY**

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CONSTITUTION

1. Definitions

- 1.1 "Organisation" shall mean BEAUTY WITHOUT CRUELTY.
- 1.2 "Office bearer" shall mean a member of the national or branch committees.
- 1.3 "National Committee" shall mean the management committee of the organisation.
- 1.4 "Branch Committee" shall mean the management committee of a branch.

2. Interpretation

Save where the context otherwise requires, singular words shall be deemed to import the plural and vice versa and the male gender shall be deemed to include the female gender.

3. Name, Head Office, Jurisdiction

- 3.1 The organisation hereby constituted will be called BEAUTY WITHOUT CRUELTY.
- 3.2 Its head office shall be situated at Cape Town, in the Republic of South Africa, and the organisation shall collect contributions in the Republic of South Africa, Namibia and Zimbabwe.

4. Legal Status

The organisation shall be a body corporate with a distinct and separate legal existence and shall:

- 4.1 Continue to exist even when its membership changes and there are different office bearers.
- 4.2 Be entitled to own property and other possessions.
- 4.3 Be able to sue and be sued in its own name.

5. Principal Objective

- 5.1 The sole object of the organisation is to engage in a non-profit manner in animal protection activities within the Republic of South Africa.
- 5.2 In pursuance of its main objective, the organisation will:
 - 5.2.1 Educate and inform the public about the suffering of animals involved in cosmetic testing and research, the perfume industry, and the fur and ivory trades.
 - 5.2.2 Promote the use of alternative methods of testing which do not involve cruelty, killing or exploitation of animals.

5.2.3 Educate and inform the public and involved sectors of the suffering of animals used in research, factory-farming, vivisection, inhumane slaughtering and other areas involving abuse and exploitation of animals.

5.2.4 Encourage and actively promote the reduction, refinement and replacement of animal experimentation and campaign for the abolition of vivisection.

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5.2.5 Campaign and negotiate with government and other official bodies to improve the protection of animals through legislation and regulations.

6. Secondary Objectives

The organisation's secondary objectives will be to:

6.1 Raise and manage funds in order to fulfil the main objectives.

6.2 Support and encourage or initiate the criminal prosecution of any person or persons involved in cruelty and exploitation of animals.

6.3 Work in conjunction with persons or organisations that have an interest in the furtherance of the organisation's main objectives and persons and organisations with similar objectives.

7. Income and Property, Remuneration

7.1 The organisation is a non-profit organisation supported by subscriptions paid by its members and donations received from the public and is prohibited from the carrying on of any business undertaking or trading activities other than minor fundraising projects.

7.2 The organisation shall keep a record of all property owned by it whether it be movable or immovable

7.3 The income and property of the organisation may only be applied towards the promotion of the objects of the organisation and the organisation shall not be permitted to distribute any of its profits or gains to any person and is required to utilize its funds solely for investment or the objects for which it has been established. In particular, no portion of the income or property of the organisation may be paid or transferred directly or indirectly to the members or office bearers provided that:

7.3.1 A member or office bearer may be entitled to a refund for expenses reasonably incurred for or on behalf of the organisation.

7.3.2 A member or office bearer may be entitled to remuneration for work done at the behest of the organisation in terms of a written agreement.

7.4 The organisation shall be entitled to appoint fund raisers to attend to the collection of contributions provided that:

7.4.1 Such appointment must be in terms of a written agreement specifically authorizing that fund raiser to collect on behalf of the organisation for a specified period.

7.4.2 The fund raiser's remuneration for the aforementioned collections shall never be more than 40% of the total amount collected.

7.5 Members or office bearers of the organisation shall have no rights whether vested or otherwise to or in the property or assets of the organisation.

7.6 Income may, in the appropriate cases, be used for the payment of professional fees for work done or services rendered to or on behalf of the organisation and the remuneration of servants or agents of the organisation.

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7.7 Income earned and not immediately required for the furtherance of the organisation's aims shall be invested within the Republic of South Africa with registered financial Institutions as defined by Section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or be used to acquire securities on a stock exchange as defined by the Stock Exchanges Control Act, 1985.

8. Membership

8.1 Membership of the organisation shall consist of such persons as the National Committee may approve for admission to membership in accordance with the provisions hereinafter contained.

8.2 The names of members shall be entered in a register of members and the number of members shall be unlimited.

8.3 Each admitted member shall pay to the organisation an annual subscription as determined at the Annual General Meeting.

8.4 Membership of the organisation is entirely discretionary. The National Committee may refuse an application for membership and will then reimburse the subscription should it have been paid.

8.5 The first subscription shall be paid upon applying for membership and subsequent annual subscriptions shall be payable in advance on the 1st day of April each year.

8.6 Membership may be terminated by the National Committee at any time by majority vote at a committee meeting convened for such purpose. The committee will be entitled to terminate membership should that member, in the opinion of the committee:

8.6.1 be guilty of theft from the organisation.

8.6.2 act in contravention of the main objectives of the organisation.

8.6.3 fail to abide by any part of this constitution.

8.6.4 be guilty of behaviour unbecoming a member of the organisation or prejudicial to its interests and reputation or without cause or justification behave in a manner which is offensive or unbecoming towards any other member, or guest of the organisation.

8.7 A member so excluded shall not be entitled to a refund of any subscriptions paid by him to the organisation or otherwise.

8.8 A member who fails to pay the annual subscription within 30 days of due date shall not be entitled to vote at the Annual General Meeting, or any other meeting of the organisation.

- 8.9 Every member of the organisation shall be bound by the decisions of the National Committee.
- 8.10 The decision of the National Committee terminating membership shall be final and binding and no appeal shall be allowed except as may be permitted by Statute.
- 8.11 The provision of 8.10 shall not preclude the National Committee from reviewing its decision for any valid reason.

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9. National Committee

- 9.1 The National Committee shall consist of a Chairperson, Secretary and three other members of the organisation.
- 9.2 The members of the National Committee shall be elected at the Annual General Meeting and shall remain in office until the next Annual General Meeting provided that, in the event of the resignation or disqualification from office in terms of this Constitution or for any other reason a member declines to be a National Committee member, the remaining National Committee members shall, by majority vote, fill such vacancy and such co-opted member shall remain in office until the next Annual General Meeting .
- 9.3 Members seeking election to the National Committee must complete a nomination form 10 days prior to the Annual General Meeting. Should there be more nominees than vacancies, appointments shall be by secret ballot, the results thereof announced by the scrutineer duly appointed for that purpose.
- 9.4 No acts performed by the National Committee or by a person acting as a National Committee member shall be invalidated if it appears that there is a disqualification, defect or irregularity in his election or co-option and such acts shall be regarded as valid as if every person had been properly appointed.
- 9.5 The National Committee shall be entitled to appoint officials to assist in the decision making of the Committee provided that such officials shall have no voting rights, the appointments being in an advisory capacity only.

10. Powers of National Committee

- 10.1 The National Committee shall manage the affairs and conduct the general business of the organisation, which affairs shall include but not be limited to the following:
 - 10.1.1 Taking responsibility for the recording and processing of membership details, the production of a magazine and/or newsletters, mail order merchandising, and any other such activities aimed at the production and furtherance of the objectives of the organisation.
 - 10.1.2 Making statements to the media on behalf of the organisation.. No public statements shall be made by members of the organisation without the express permission of the National Committee.
 - 10.1.3 Appointing or removing officers, agents or servants of the organisation or branch and determining their powers and duties and fixing their remuneration.

- 10.1.4 Remunerating any persons employed by the organisation for services rendered.
- 10.1.5 Establishing or providing for the establishment of branches of the organisation and designating territorial areas in which such branches shall operate provided that the National Committee may at any time increase or decrease the number of branches and/or alter a designated territorial area.
- 10.1.6 Investing the monies of the organisation not immediately required with registered Financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act 1984 or in the acquisition of securities on a stock exchange as defined in the Stock Exchange Control Act, 1985 provided that it may not carry on any commercial business of any nature such as the leasing of property, speculative transactions and other trading activities.

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Any income of the organisation not invested in terms of this clause shall be used exclusively for the furtherance of the organisation's objectives.

- 10.1.7 Opening and operating banking accounts on behalf of the organisation provided that the National Chairman and National Secretary shall be signatories on such accounts. Should either signatory not be available, for whatever reason, the remaining members of the National Committee shall be entitled to appoint another signatory from its ranks.
- 10.1.8 Empowering branches of the organisation to open banking accounts in the name of the organisation.

11. Branches

- 11.1 Members of the organisation resident in the area designated to a branch by the National Committee shall elect 5 (five) or more branch committee members and a Branch Chairperson.
- 11.2 Such committee and chairperson shall remain in office for one (1) year, but may be re-elected after expiry of his term in office at an Annual General Meeting.
- 11.3 Branches may with the written permission of the National Committee undertake fundraising, promotions and educational programmes.
- 11.4 The Branch Chairman may only liaise with the media or make public statements to the media with the express permission of the National Chairperson.
- 11.5 The branch shall be entitled to open a banking account with a registered financial institution. The proceeds of fund raising activities and merchandise sold by a branch shall be used by that branch for the furtherance of the aims and objectives of the organisation provided that the National Committee consents thereto.
- 11.6 The branch chairperson and one other branch committee member, elected by that committee, shall be signatories on the branch bank account. Should the branch chairman or other elected signatory for whatever reason not be available, the National Committee shall be entitled to elect another committee member as signatory.

- 11.7 The branch may produce merchandise in the name of and representing the context and design thereof.
- 11.8 The branch may with the written consent of the National Committee make use of the accumulated or invested national funds of the organisation for specific projects aimed at the furtherance of the organisation's objectives.
- 11.9 The branch may not enter into any contract or agreement of sale, lease or exchange without the prior written consent of the National Committee.
- 11.10 The branch shall submit to the National Committee monthly income and expenditure accounts no later than 20 (twenty) days after the end of each month. Annual financial statements shall be prepared by the branches and these shall be audited by a registered accountant appointed by the branch. The Johannesburg branch shall include its income and expenditure accounts in the accounts of the National Committee.

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- 11.11 The Branch Committee shall hold a meeting once a month. The minutes of such meetings shall be submitted to the National Committee within 3 weeks after such meeting.

12. General Meetings

- 12.1 An Annual General Meeting shall be held once every calendar year no later than the 30th June at such time and place as determined by the National Committee.
- 12.2 The Annual General Meeting shall be convened on at least 14 days written notice to members and shall specify the place, day and hour and general business of the meeting.
- 12.3 The accidental failure to give notice of a meeting or the non receipt of a notice by a member will not invalidate the proceedings at any meeting.
- 12.4 Minutes shall be taken by the National Secretary at each Annual General Meeting and shall be presented to the members of the organisation at the following Annual General Meeting. The aforesaid Minutes will be open for inspection at the Head Office of the organisation at all reasonable times.
- 12.5 The business to be conducted at the Annual General Meeting shall be:
 - 12.5.1 Read the notice convening the meeting;
 - 12.5.2 Confirm the minutes of the last Annual General Meeting;
 - 12.5.3 Consider the financial statement of the organisation;
 - 12.5.4 Consider the annual National Committee's report for the preceding year;
 - 12.5.5 Transact such special business of which due notice has been given;
 - 12.5.6 Transact any general business that the meeting may validly deal with;

12.5.7 Elect or re-elect members of the National Committee.

- 12.6 No business shall be contracted at a meeting unless a quorum of members is present at the commencement of the meeting; six (6) members present or represented by proxy shall constitute a quorum.
- 12.7 Should no quorum be present at a General Meeting, it will be adjourned for 1 week to be held at the same location. Should no quorum be present at such reconvened meeting, the members then present shall constitute a quorum.
- 12.8 Subject to the discretion of the Chairperson, voting at meetings shall be by a show of hands, a resolution being passed by simple majority unless otherwise provided in terms of this constitution. In the case of equality of votes, the chairman shall have a casting vote in addition to his vote as a member. A member who has not paid his subscription is not entitled to vote.
- 12.9 The branch established by the National Committee shall convene an Annual General Meeting once every calendar year in terms of the provisions relating to General Meetings contained in this constitution.

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13. National Committee Meetings

- 13.1 Meetings of the National Committee shall be convened at least once a month on seven days written notice to all committee members and shall be presided over by the chairperson of the National Committee. Should the chairperson not be available, the committee members present shall be entitled to elect a committee member to preside in the chairperson's absence.
- 13.2 Should a National Committee member fail to attend such meetings on 3 consecutive occasions, without obtaining a leave of absence from the committee, then the committee shall elect a new member who shall remain in office until the next general meeting.
- 13.3 Minutes shall be taken at every National Committee meeting. A copy of such minutes shall be given to committee members at least two weeks before the next meeting and shall be confirmed as a true record of the proceedings and shall be signed by the chairperson.

14. Special General Meetings

Special General Meetings may be convened by the National Chairperson or Secretary on written request of six (6) members and shall be held within 60 days of receipt of such request. The provisions relating to Annual General Meetings shall apply unless the context indicates otherwise.

15. Finance

- 15.1 The organisations's financial yearend shall be the period 1 April to 31 March of the succeeding year.
- 15.2 An auditor shall be appointed at each Annual General Meeting and shall hold office until the next Annual General Meeting when he shall be eligible for re-appointment. He shall examine the books of account of the organisation and present a signed and written report to the members.

15.3 The director of non-profit organisations shall be furnished with the organisations' accounting records and reports within 6 (six) months after the financial year end.

16. Duties of National Secretary

16.1 The Secretary shall be responsible for the control of the finances of the organisation and shall keep proper books of account in respect of:

- all sums of monies received or expended by the organisation;
- the assets and liabilities of the organisation;
- all sales and purchases of goods by the organisation.

16.2 Apart from the foregoing, the Secretary shall be responsible for:

16.2.1 custody and maintenance of the organisation's property;

16.2.2 giving notice of meetings to members;

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16.2.3 taking the minutes at meetings and furnishing members with such minutes when required in terms of this constitution.

16.2.4 keeping a register of members

16.2.5 performing such duties as may be assigned by the committee from time to time.

17. Changes to the Constitution

17.1 The constitution may be amended by not less than two thirds majority vote of members present representing a quorum at an Annual General Meeting or Special General Meeting.

17.1.1 Notice of the intended amendment must be forwarded to the members 14 days prior to the convening of the Annual General or Special General Meeting.

17.1.2 Amendments to the constitution shall be submitted to the Director of Non-profit Organisations and the Commissioner for the South African Revenue Service within 6 (six) weeks of the adoption of such alteration.

18. Indemnity

18.1 Neither the organisation's office bearers nor its agents or servants shall be liable for any loss suffered by the organisation as the result of investments made on its behalf in good faith, whether or not such office bearer, agent or servant was or is empowered to make such investments in terms of this constitution.

18.2 The organization indemnifies its office bearers, agents and servants for any damage caused to any of its assets or injury or loss of life as the result of any act or omission by its office bearers, agents and servants in the execution of their office provided that such damage, injury or loss of life was not

occasioned by that office bearer's, agent's or servant's willful default. It shall be the duty of the National Committee out of the funds of the organization to pay all such costs, losses and expenses and none of the said office bearers, agents and servants shall be answerable for any act or default of any other of them.

19. Dissolution

- a. The organisation may be dissolved if at least two thirds of the members present and voting at a general meeting of members convened for the purpose of considering such matter are in favour of dissolution.
- b. Not less than twenty-one days' notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution and disposal of its assets will be considered.
- c. 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 adjourned meeting shall constitute a quorum.
- d. If upon dissolution of the organisation there remain any assets whatsoever after the satisfaction of all its debts and liabilities, the organisation shall be obliged on its winding up or liquidation to give or transfer its remaining assets to such other company, society or association, within the Republic of South Africa, with objects similar to those of Beauty Without Cruelty, which other company, society or association is itself exempt from income tax.

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20. Adoption

This Constitution was approved and accepted by members of Beauty Without Cruelty at a General Meeting held on 25th November 2000.

CHAIRPERSON

SECRETARY

