

CONSTITUTION ALTUS SPORT

PREAMBLE

Whereas Altus Sport has been conducting sport development projects since 1994 such as sport management, coaching, mass sport participation, talent identification and Olympic Education, mainly in the historically neglected communities.

Now therefore Altus Sport focusses on Sport for Development and is constituted with a Vision, Mission & Values.

1 NAME, CONSTITUTION AND LEGAL PERSONALITY

1.1 The Name of the organization to which the Constitution refers, is

ALTUS SPORT

1.2 Altus Sport is a Service Provider, acting as a Non-Government and Non-Profitable Organization, consisting of volunteers with a sound sport education background and functioning from 128 Glen Eagles Drive, Silver Lakes, 0054. PO Box 11437, Silver Lakes, 0054.

2 VISION, MISSION & VALUES

VISION

Live with integrity to make a positive change in someone's life through sport

MISSION

Utilizing sport to unlock the compassionate and positive energy in each person

CORE VALUES

- Respect
- Excellence
- Fair play
- Accountability

3 ALTUS SPORT AIMS TO:

3.1 adhere to the following legislation which promotes transformation in sport:

- The Constitution of the Republic of South Africa. 1993 (Act no. 108 Of 1996)

- **The Promotion of Equality and Prevention of Unfair Discrimination Act 2000 (Act no. 4 of 2000)**
- **The Employment Equity Act, 1998 (Act no. 55 of 1998)**

- 3.2 Liaise with all relevant role players**
- 3.3 Identify needs in the community and assist in promoting physical activity, education, gender awareness and any other need that arises and could be addressed through sport**
- 3.4 Create scope for job opportunities**
- 3.5 Introduce new sport activities to mainly the developing communities**
- 3.6 Promote art, culture and the environment in their resemblance with sport**
- 3.7 Strengthen leadership skills**
- 3.8 Apply a sound M&E process ensuring that transformation and integration take place in line with the National and Provincial Transformation Charter and Policy**

4 JURISDICTION

The area in which Altus Sport will conduct its activities shall be Southern Africa and could expand should its services be needed elsewhere

5 INDEMNITY

- 5.1 Every office bearer, official or employee of Altus Sport, shall be indemnified by Altus Sport against all costs, losses and expenses which he/she may incur or become liable for by virtue of any reason or any act or omission in the discharge of his/her duties, unless the loss in question is caused by his/her own gross negligence, dishonesty or bad faith**
- 5.2 Office bearers, officials and employees of Altus Sport shall be indemnified by loss sustained by reason of legal proceedings arising out of whatsoever cause, instituted against Altus Sport or against such office bearer, official or employee in his/her representative capacity, provided that the indemnity conveyed therein shall not extend to private personal acts of such office bearers, officials or employees outside the scope of their acts and outside the official appointment and of office of Altus Sport**

6 POWERS OF ALTUS SPORT

Altus Sport shall have all such powers as may be necessary or reasonably required in law for the due and proper attainment of Altus Sport objectives for the proper and efficient functioning and administration of Altus Sport. Without limiting the generality of the afore-going, Altus Sport shall have the following powers:

- 6.1 To enter into contracts whether within or outside Altus Sport and to execute any contracts, deeds and documents**
- 6.2 To invest funds not immediately required in the name of Altus Sport with registered financial institutions as defined in Section 2 of the Financial Institutions (Investment of Funds) Act, 1984, or in the acquisition of**
- 6.3 securities listed on a licensed stock exchange as defined in the Stock Exchange Act, 1985**
- 6.4 To accept donations and legacies and to raise funds on behalf of Altus Sport, subject to the express limitation that should the services of a fund**

raiser, internally or externally, be used by the Executive Committee for the collection of contributions, the commission will be negotiated by the Executive Committee. The maximum external commission will be subject to the Fund Raising Act of 1984 and internally, commission shall be reasonable and approved by the Executive Committee. No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of Altus Sport otherwise than by way of reasonable remuneration

- 6.5 At least three persons who accept fiduciary responsibility for Altus Sport, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to Altus Sport
- 6.6 No funds will be distributed to any person (other than in the course of undertaking any Altus Sport activity)
- 6.7 The funds of Altus Sport will be used solely for the objects for which it was established
- 6.8 Initiate, institute or defend legal proceedings, arbitrations, mediation and/or any form of appropriate dispute resolution procedures
- 6.9 Will not give any of its money or property to its members or office bearers. The only time when this can be done is when it pays for work that a member or office bearer has done for Altus Sport. The payment must be a reasonable amount for the work that has been done
- 6.10 Altus Sport shall exist in its own right, separately from its members, be able to own property and other possessions and to be able to sue and be sued in its own name
- 6.11 Board members of Altus Sport do not have rights over things that belong to Altus Sport per se

7 BOARD

The Board of Altus Sport shall comprise of the two founding directors and invited external persons approved by the Board

POWERS OF THE BOARD

- 7.1 To decide on the policies to be followed in carrying out the goals/aims and objectives of Altus Sport as set forth in the Constitution
- 7.2 To discuss, consider and rectify or reject any decisions of the Executive Committee
- 7.3 To amend and/or repeal provisions of the Constitution subject to notice of such repeal or amendment be given as per Constitution
- 7.4 To waive, on good cause shown, any time limits prescribed by this Constitution may be waived except with the consent of a quorum of the Board
- 7.5 To appoint auditors

8 EXECUTIVE COMMITTEE (EXCO)

The EXCO shall consist of:

- 8.1 Two directors as well as a project manager/s
- 8.2 staff members to be appointed by the directors and/or any person/s as may deem necessary

9 QUORUM

A Quorum shall be 50% plus 1

10 POWERS OF THE EXCO

Subject to the provision of this Constitution and to any decision of the Board, the EXCO shall have the authority to do anything or take any steps which might be done by Altus Sport in the furtherance of its objectives and the policies decided upon by the Board, which without limiting the generality of the afore-going, shall include the power to:

- 10.1 appoint employees, agents and officials as it deems fit to invest them with such powers as it deems expedient and to determine their duties, fix and vary their salaries and emoluments (if any) and to suspend or discharge any such persons**
- 10.2 institute and defend legal actions and arbitration to principals in mediation and other appropriate dispute resolution practice and generally attend to all legal matters on behalf of Altus Sport**
- 10.3 establish such committees of Altus Sport as may be necessary for the functioning of Altus Sport**
- 10.4 host, when applicable, major sport events in conjunction with the appropriate structures and organizations involved**
- 10.5 appoint such number of Standing Committees with such powers as may be necessary**
- 10.6 invest funds not immediately required in the name of Altus Sport with registered financial institutions (Investment of Funds) Act, 1984, or in the acquisition of securities listed on a licensed stock exchange as defined in the Stock Exchange Act, 1985**
- 10.7 accept donations and legacies and to raise funds on behalf of Altus Sport, subject to the express limitation that should the services of a fund raiser, internally or externally, be used by the Executive Committee for the collection of contributions, the commission will be negotiated by the Executive Committee. The maximum external commission will be subject to the Fund Raising Act of 1984 and internally, commission shall be reasonable and approved by the Executive Committee**
- 10.8 Attend to all matters of discipline as may be necessary for this purpose and shall have the power to suspend or caution any member**
- 10.9 execute any legal act on behalf of Altus Sport, thus doing all that is necessary for the fulfillment of the objectives of Altus Sport, provided that such act is not contrary to the Constitution or any instruction of the Board**
- 10.10 act as the executive arm of Altus Sport and shall be charged with overall responsibility for the management of the affairs**

DIRECT OR INDIRECT INTEREST

- 10.11 No member of the EXCO who has any direct or indirect interest in or who would benefit from any contract to be entered into between Altus Sport and a third party shall be present at the meeting at which such contract is considered debated and decided upon**

EXCO MEETINGS

- 10.12** The EXCO shall meet at least 4 times per annum and whenever else may be necessary upon proper notice being given of such meeting being not less than 21 (twenty-one) days to its members entitled to be present thereat
- 10.13** A simple majority shall be sufficient to carry any decision of EXCO
- 10.14** the elected members of the EXCO shall hold office for a period of time as decided upon by the directors

11 TERMINATION OF MEMBERSHIP (Any person involved in the structure of Altus Sport)

The BOARD may terminate the service of a member on one or more of the following grounds:

- 11.1** Non-compliance with any binding decisions of the Board or by the EXCO
- 11.2** Infringement of the Constitution and/or Policy

12 CASUAL VACANCIES

- 12.1** In the event of any vacancy occurring on the EXCO, the vacancy shall be filled by the EXCO for the remaining period of the term of office of the person who caused the vacancy

13 PROCEDURES OF MEETINGS AND VOTING SYSTEM

- 13.1** Notice of the date, time and place for the holding of any meeting of Altus Sport shall be given in writing to all members at their registered address as appearing in the records of Altus Sport within the time limits as provided herein
- 13.2** Non-receipt of any such notice by any member shall not invalidate the holding of the meeting or the passing of any resolution or decision thereat
- 13.3** Each member shall be entitled to one vote at meetings
- 13.4** Each member of the Executive Committee shall have one vote at all meetings, including elections and the chairperson shall have a casting vote
- 13.5** Voting in all meetings, other than elections, shall be by a show of hands
- 13.6** No paid official shall have any voting rights

14 BOARD MEETINGS

- 14.1** The Board Meeting shall take place at least once a year before the end of December .
- 14.2** The Meeting shall be convened by a director, on at least 15 days written notice to each member entitled to be present. The following documents shall accompany the written notice:
AGENDA, FINANCIAL STATEMENT, DIRECTOR'S REPORT; MINUTES OF THE PREVIOUS GENERAL MEETING, PROPOSED AMENDMENTS TO THE CONSTITUTION
- 14.3** The QUORUM shall be 50% plus one of those members entitled to be present at such meeting
- 14.4** In the event of no quorum after 30 minutes of the scheduled time of such meeting, The Chairperson of the said meeting shall adjourn the meeting

for a period not earlier than 7 days and not later than 14 days. At the reconvened meeting, the members present shall constitute a quorum

15 SPECIAL GENERAL MEETINGS

- 15.1** Notice of a Special General Meeting shall be in writing with a Notice period of 14 days. The Agenda of such a meeting shall accompany the Notice
- 15.2** A director may, with the approval of the Executive Committee, convene a Special General Meeting to transact such business as he/she, in his/her discretion, deems necessary and expedient

16 NAME, COLOURS AND EMBLEM

- 16.1** Altus Sport shall control the name, (The name Altus Sport is officially registered with the Companies and Intellectual Property Commission – CIPC), design, restrain the unlawful and unauthorized use thereof and take disciplinary or other action in respect of any such unlawful use of the name and emblem registered by Altus Sport
- 16.2** The emblem of Altus Sport shall be a long “S” symbolizing the ever higher going achievements in sport, as well as in human development, holding a circle, which symbolizes the “world” and means that sport should always be part of the planet we live in
- 16.3** The Life’s a Ball logo will be a soccer ball within a symbolic face
- 16.4** The colours of Altus Sport are Royal Blue and Sea Green

17 FINANCE

- 17.1** The Executive Committee shall open and operate a banking account with a registered banking institution in the Republic of South Africa
- 17.2** The financial year of Altus Sport shall commence on the first day of January and end on the last day of December. Proper books of accounts shall be recorded of all monies received and payments made
- 17.3** An official audited statement shall be provided annually

18 DISCIPLINE

- 18.1** Any member who contravenes any of the terms of this Constitution, or refuses or wrongfully and without valid excuse, fails to implement or obey any valid decision of the Board or Executive Committee, may be charged with misconduct and dealt with in terms of this Constitution
- 18.2** It shall be the obligation of each member to take appropriate disciplinary action against any of it’s members who contravenes the Code of Conduct.
However, if any such member should fail or neglect to do so, the Executive Committee may in such instances as it considers appropriate take or institute disciplinary proceedings against any such member
- 18.3** Each member not satisfied with a decision taken against him/her shall be entitled to appeal (Paragraph 18.1 applies)

19 DISPUTE RESOLUTION

- 19.1** Any disagreement relating to the enforceability of this Constitution, or of the interpretation or application of the provisions hereof, or any conflict of interest between members shall be deemed to be a dispute, and such dispute shall be dealt with by an appointed Committee on Arbitration as

provided for and in terms of the regulations of such a Committee, whose decision shall be final and binding upon the parties

20 AMENDMENT OF THE CONSTITUTION

The Constitution may be amended, rescinded or altered at any Board Meeting, or Special General Meeting of Altus Sport, provided that:

- 20.1** Notice has been given by Altus Sport, at least 15 days before the due date of such meeting and in the case of a Special General Meeting, 15 days notice
- 20.2** Such notice shall contain the proposed amendment to the Constitution
- 20.3** A copy of such notice forwarded to each member by Altus Sport at least 10 days before the date of the meeting
- 20.4** The said amendment is passed by a two-thirds majority at the said meeting
- 20.5** In the event of any dispute over the meaning of any word, phrase or section of this Constitution, the interpretation of the Executive Committee shall be final and binding

21 DISSOLUTION

- 21.1** Altus Sport may be dissolved if at least two-thirds of Board members present and voting at a Special General Meeting convened for the purpose of considering such matter are in favour of dissolution. Not less than 15 days notice shall be given of such a meeting and the notice convening the meeting shall clearly state that the question of dissolution of Altus Sport and disposal of it's assets, if any, will be considered. If there is no quorum at such a Special General Meeting, the meeting shall stand adjourned for not less than one week and the members attending such reconvened meeting shall constitute a quorum
- 21.2** If upon dissolution of Altus Sport there remains any assets whatsoever after the satisfaction of all it's debts and liabilities, such assets shall not be paid to or distributed among members of Altus Sport, but shall be given to such other organization(s) preferably having similar objectives and which is/are authorized in terms of the Fund Raising Act, 1978, to collect contributions as may be decided either by the members at the General Meeting at which it was decided to dissolve Altus Sport
Such public benefit organization should be approved in terms of section 30 of the act. 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 principal object the carrying on of any public benefit activity; or 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
- 21.3** No donation will be accepted which is revocable at the instance of Altus Sport 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 (other than a donor which is an approved public benefit organization 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 Altus Sport or any connected person in relation to Altus Sport to derive some direct or indirect benefit from the application of such donation

- 21.4 A copy of all amendments to the constitution, trust deed, memorandum and articles of association, or other written instrument under which Altus Sport was established, will be submitted to the Commissioner for the South African Revenue Service
- 21.5 Altus Sport 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 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 this Act or any other Act administered by the Commissioner
- 21.6 No resources will be used, directly or indirectly, to support advance or oppose any political party


DIRECTOR


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Amended and approved on 9/03/2019