

THE CONSTITUTION OF WIKI IN AFRICA

1. Name

1.1 The Organisation hereby constituted will be called **Wiki In Africa**

1.2 Its shortened name will be **e.g. WikiAfrica** (hereinafter referred to as the Organisation).

1.3 Body corporate

The Organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

2. Objectives

The Organisation's main objectives are to:

Empower and engage citizens of Africa and its diaspora to collect, develop and contribute educational content relating to the theme of Africa under a free license and engage in global knowledge systems by encouraging access to, awareness of, and support for open knowledge, the open movement and the Wikimedia projects, working in collaboration with like-minded organisations.

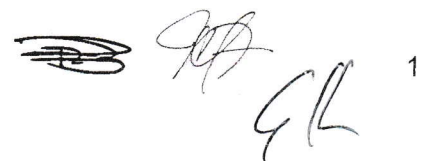
3. Income and property

3.1 The Organisation will keep a record of everything it owns.

3.2 The Organisation may not give any of its money or property to its members or office bearers in their capacity as members of the management committee. However, the Organisation may pay its members reasonable remuneration for services actually rendered to the Organisation, e.g: if the members or directors are employees of the company, or render professional services to it.

3.3 A member of the Organisation can only get money back from the Organisation for expenses that she or he has paid for or on behalf of the Organisation.

3.4 Members or office bearers of the Organisation do not have rights over things that belong to the Organisation.



Handwritten signatures and initials, including a stylized signature and the initials 'EL', with a small number '1' to the right.

4. Members and Membership

- 4.1 Membership in the Organisation is open to both individuals and legal entities.
- 4.2 Members are members who have paid the annual membership fee in every category on the date of the ordinary general meeting. The Organisation consists of two categories of members:
 - 4.2.1 Individual and organisational members
 - 4.2.2 Honorary Organisational members
- 4.3 Individual or Organisational Members gain membership by applying to and being granted membership by the Management Committee. This status may be awarded to natural or legal persons and registered organisations that are providing or have provided support to the association. The rights and responsibilities of Individual and Organisational Members include:
 - 4.3.1 An annual subscription fee to be paid in the Wiki in Africa account on acceptance of membership.
 - 4.3.2 Members receive a copy of the annual report and are generally informed of the activities of the organisation.
 - 4.3.3 Participation in the Annual General Meeting.
 - 4.3.4 Individual members will be invited to vote at the Annual General Meeting.
 - 4.3.5 Organisational members will have one vote. On joining, they will provide the contact details of liaison person that will represent the organisation at the meeting.
- 4.4 Honorary Organisational Members gain membership by applying to, and being granted membership by the Management Committee. Honorary Organisational Members are deemed eligible if they fall under the following categories:
 - 4.4.1 "Significant Partners" - members that contribute financially to the projects of the Wiki In Africa, the minimum threshold is defined by the decision at the Annual General Meeting;
 - 4.4.2 Aligned, affiliated or open "Non-governmental Organisations, associations";
 - 4.4.3 and "Research and Teaching" Organisations.

Other categories may be expanded or changed at the Annual General Meeting.

- 4.4.4 The rights and responsibilities of Honorary Organisational Members include:
 - 4.4.4.1 Participation in the Annual General Meeting. A designated member of an Honorary Organisational Member may attend the Annual General Meeting.



2

4.4.4.2 As counsellors or partners, honorary members will be kept up to date and informed of the activities of the organisation.

4.4.4.2 Honorary Organisational Members do not have the right to vote.

4.5 At the Annual General Meeting, Individual and Organisational Members exercise their right to determine the policy of the Organisation.

4.6 Membership is terminated if:

4.6.1 the member dies or, if it is an organisation, ceases to exist

4.6.2 the member resigns by written notice unless, after the resignation, there would be fewer than two members

4.6.3 any sum due from the member to the charity is not paid in full within six months of it falling due

4.6.4 the member is removed from membership by a resolution of the Management Committee that it is in the best interests of the organization that his or her membership is terminated.

5. Management

5.1 The Organisation is governed by a Management Committee. The Management Committee will be made up of not less than **three** members. They include the office bearers of the Organisation (including a President, a Secretary and a Treasurer). In addition to the Office Bearers, there are members of the scientific committee.

5.2 Office bearers will serve for one year, but they can stand for re-election. Depending on what kind of services they give to the Organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.

5.3 If a member of the Management Committee does not attend three Management Committee meetings in a row, without having applied for and obtaining leave of absence from the Management Committee, then the Management Committee will select a new member to take that person's place until the end of the member's term. The position will be reopened at next election.

5.4 The Management Committee has the right to form sub-committees.

5.5 All members of the Organisation have to abide by decisions that are taken by the Management Committee.

6. Powers of the Organisation

Two handwritten signatures in black ink. The first signature is a stylized, somewhat illegible scribble. The second signature is more legible, appearing to be 'ER' with a flourish above it.

The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.

- 6.1 The Management Committee has the power and authority to raise funds or to invite and receive contributions.
- 6.2 The Management Committee has the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 6.3 The Management Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.

7. Meetings and procedures of the committee

- 7.1 The Management Committee will meet at least once every six months. At least half of the Management Committee members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum. Members will be deemed present if they are available physically or remotely via a digital presence.
- 7.2 The chairperson, or two members of the Management Committee, can call a special meeting if they wish to. But they must let the other Management Committee members know the date of the proposed meeting not less than 21 calendar days before it is due to take place. They must also tell the other members of the Committee which issues will be discussed at the meeting.
- 7.2 The chairperson shall act as the chairperson of the Management Committee Meeting. If the chairperson does not attend a meeting, then members of the committee who are present can choose which one of them will chair that meeting. This must be done before the meeting starts.
- 7.5 When necessary, the Management Committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 7.6 Minutes, made available digitally for members to consult, will be taken at every meeting to record the Management Committee's decisions. The minutes of each meeting will be given to Management Committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Management Committee, and shall thereafter be signed by the chairperson.

Two handwritten signatures in black ink, one appearing to be a stylized 'B' and the other a more complex signature.

8. Annual general meetings

- 8.1 The Annual General Meeting must be held once every year. There shall be a quorum whenever such a meeting is held.
- 8.2 The Annual General meeting will be announced to members at least 21 days prior to the date.
- 8.3 The agenda of the Annual General Meeting will be published at least one week before the AG.
- 8.4 At the Annual General Meeting, the Annual Report and Financial Report will be presented and voted upon by Individual and Organizational members. These items will be sent to members at least 7 days prior to the meeting so that members can review them.
- 8.5 The Organisation should deal with the following business, amongst others, at its Annual General Meeting:
 - 8.5.1 Agree to the agenda.
 - 8.5.2 Attendance register and list of apologies
 - 8.5.3 Confirm the previous meeting's minutes with matters arising.
 - 8.5.4 Review and approval of projects and finances.
 - 8.5.5 Elect new office bearers.
- 8.6 Members may vote during the meeting if they are available physically or remotely via a form of digital presence.

9. Finance

- 9.1 An accounting officer shall be appointed at the Annual General Meeting. His or her duty is to audit and check on the finances of the Organisation.
- 9.2 The treasurer's job is to control the day to day finances of the Organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the Organisation. The treasurer must also keep proper records of all the finances.
- 9.3 Whenever funds are taken out of the bank account, the chairperson and at least one other member of the Organisation should authorise the payment (this can be done remotely online).
- 9.4 The financial year of the Organisation starts on the 1st March and ends on 28th/29th February.



- 9.5 The Organisation's accounting records and reports must be ready and handed to the Director of Nonprofit Organisations within six months after the financial year end.
- 9.6 If the Organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the Organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The Organisation can go to different banks to seek advice on the best way to look after its funds.

10. Changes to the constitution

- 10.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the Annual General Meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 10.2 A written notice by electronic means must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

11. Dissolution/Winding-up

- 11.1 The Organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 11.2 When the Organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the Organisation. It should be given in some way to another non-profit Organisation that has similar objectives. The Organisation's general meeting can decide what Organisation this should be.

This constitution was approved and accepted by members of Wiki In Africa.

In Cape Town, South Africa on the

_27th_____

(Day)

_February_____

(Month)

_2017_____

(Year)

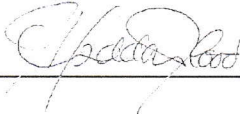
Handwritten signatures and initials, including a large signature at the top right and initials 'EK' at the bottom right.

MEMBERS FULL NAMES

SIGNATURE

ISLA HADDOW-FLOOD

ID number:



720306 1455 187

RACHEL ZADOK-TE RIELE

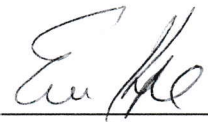
ID number:



7210050393089

EMMA KAYE

ID number:



681140922182

Schedule A: Requirements for approval as a public-benefit Organisation

The Organisation intends to apply to the Commissioner for SARS for approval as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act. Upon approval the Association shall:

1. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Organisation.
2. Ensure that no single person directly or indirectly controls the decision making powers relating to the Association.
3. Is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established.
4. Be prohibited from accepting any donation 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; provided that a donor may not impose 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.
5. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was 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 the Act or any other Act administered by the Commissioner.
6. Submit to the Commissioner a copy of any amendment to this constitution.
7. Not pay any remuneration 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.
8. Comply with such reporting requirements as may be determined by the Commissioner.
9. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph 10(iii) of Part 1 of the Ninth Schedule of the Act are utilised for the purpose for which they are provided.
10. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

Handwritten signatures and initials, including a large signature and the initials 'EK'.