



NKOWANKOWA ECONOMIC RENEWAL INITIATIVE

NPC: 2026/531180/08 | Tax: 9003946341

CONSTITUTION OF NKOWANKOWA ECONOMIC RENEWAL INITIATIVE

Ref: NERI/LEGAL/CON/001/2026 | Date: 07 July 2026

Adopted under the Companies Act 71 of 2008 and the Non-Profit Organisations Act 71 of 1997

ARTICLE 1: DEFINITIONS AND INTERPRETATION

1.1 In this Constitution, unless context indicates otherwise: 'Act' means Companies Act 71 of 2008; 'Board' means Board of Directors; 'Constitution' means this document; 'CIPC' means Companies and Intellectual Property Commission; 'Director' means a member of the Board; 'DSD' means Department of Social Development; 'MOI' means Memorandum of Incorporation; 'NERI' or 'Organisation' means NKOWANKOWA ECONOMIC RENEWAL INITIATIVE; 'Office Bearer' means Chairperson, Deputy Chairperson, Secretary or Treasurer; 'PBO' means Public Benefit Organisation; 'POPIA' means Protection of Personal Information Act 4 of 2013; 'SARS' means South African Revenue Service.

1.2 Words importing the singular include the plural and vice versa. Clause headings are for convenience only and do not affect interpretation. Where any provision conflicts with the MOI or the Act, the MOI and Act shall prevail.

ARTICLE 2: NAME AND LEGAL PERSONALITY

2.1 The name is NKOWANKOWA ECONOMIC RENEWAL INITIATIVE (NERI).

2.2 NERI is a Non-Profit Company (NPC) registered under the Companies Act 71 of 2008 (Reg: 2026/531180/08).

2.3 The Organisation has perpetual succession and a legal personality distinct from its Directors and members. It may acquire, hold, and alienate property, enter into contracts, and sue or be sued in its own name.

2.4 The Organisation shall at all times act in accordance with its MOI, this Constitution, the Companies Act, the Non-Profit Organisations Act 71 of 1997, POPIA, and all applicable laws of the Republic of South Africa.

ARTICLE 3: REGISTERED OFFICE

3.1 Registered office: Stand 1005B, Nkowankowa Street Number 98, Nkowankowa, Limpopo, 0870. 3.2 The Board may change the registered office by resolution, provided CIPC is notified as required by the Act.

ARTICLE 4: PRINCIPAL OBJECTS

4.1 The principal objects of NERI are non-profit, altruistic, and philanthropic:

4.1.1 To act as a vehicle for the economic renewal, social development, and civic empowerment of the youth and community of Nkowankowa and Greater Tzaneen Municipality;

4.1.2 To promote and facilitate youth leadership, employment, entrepreneurship, education, and skills development;

4.1.3 To engage constructively with all spheres of government through lawful public participation mechanisms as enshrined in the Constitution of the RSA, 1996;

4.1.4 To monitor and advocate for the implementation of Integrated Development Plans (IDPs) and municipal service delivery;

4.1.5 To establish and manage programmes in education, sports, arts, culture, health, social welfare, and economic development;

4.1.6 To partner with businesses, faith-based organisations, and civil society to mobilise CSI, CSR, and community resources;

4.1.7 To acquire, manage, and develop assets for the benefit of the community;

4.1.8 To solicit, receive, and administer grants, donations, and contributions from any lawful source;

4.1.9 To apply for and maintain PBO status under Section 10(1)(cN) and Section 18A of the Income Tax Act.

4.2 The Organisation shall not engage in any activity that constitutes trading for profit or promotes the private financial interests of any Director, member, or Office Bearer.

ARTICLE 5: POWERS OF THE ORGANISATION

5.1 The Organisation has all powers necessary to achieve its objects, including to: (a) enter into contracts; (b) open and operate bank accounts; (c) employ staff; (d) solicit, receive, and administer funds; (e) own, lease, or manage property; (f) insure assets, Directors, and volunteers; (g) invest funds consistent with non-profit status; (h) establish subsidiaries or trusts; (i) borrow money with Board approval provided Directors incur no personal liability.

5.2 The Organisation shall not distribute profits or assets to incorporators, members, Directors, or Office Bearers except as permitted under Article 7.

ARTICLE 6: INCOME AND NON-DISTRIBUTION

6.1 Income and property shall be applied solely towards the objects.

6.2 No portion shall be paid to any Director or member except: (a) reasonable remuneration for services rendered; (b) reasonable interest on money lent; (c) reasonable rent for premises leased; (d) reimbursement of out-of-pocket expenses.

6.3 The Organisation is prohibited from distributing profits, income, or assets to incorporators, members, Directors, or officers except as permitted under the Act for NPCs.

6.4 The financial year shall end on 30 June.

ARTICLE 7: MEMBERSHIP

7.1 The Organisation shall have voting members as recorded in the Register of Members.

7.2 Membership is open to any natural person aged 18+ who supports the objects and is approved by the Board.

7.3 Youth associate membership (ages 15-17) is available with parental consent. Youth associates have no voting rights.

7.4 Applications shall be in writing on the prescribed form.

7.5 The first members are the Directors named in the Founding Statement.

7.6 The Board may reject any application without providing reasons.

7.7 Members shall pay an annual subscription as determined by the Board. Non-payment for 6 months may result in suspension.

7.8 A Register of Members shall be maintained with full names, ID numbers, contact details, admission, and cessation dates.

7.9 Membership ceases upon: (a) written resignation; (b) death; (c) removal by special resolution for conduct detrimental to the Organisation; or (d) dissolution.

7.10 A member facing removal shall be given 14 days' written notice and an opportunity to be heard by the Board.

ARTICLE 8: RIGHTS AND OBLIGATIONS OF MEMBERS

8.1 Every voting member in good standing has the right to: (a) attend and vote at general meetings; (b) receive notice of meetings; (c) inspect minutes and financial statements on reasonable request; (d) stand for election as a Director; (e) propose resolutions.

8.2 Every member has the obligation to: (a) uphold the values and reputation of NERI; (b) comply with this Constitution and policies; (c) pay subscriptions; (d) conduct themselves with integrity; (e) disclose conflicts of interest.

ARTICLE 9: THE BOARD OF DIRECTORS

9.1 The Board is the governing body of NERI with overall responsibility for strategic direction, governance, and financial oversight.

9.2 The Board shall consist of a minimum of three (3) and a maximum of nine (9) Directors.

9.3 The first Directors are: (a) Amen Kwetsimani Clive Phambane — Chairperson & Public Officer; (b) Dion Nkuna; (c) Areka Logan Khosa & Projects Manager.

9.4 Directors must be natural persons aged 18+.

9.5 Directors are appointed for renewable three-year terms. No limit on consecutive terms.

9.6 The Board shall elect at its first meeting following each AGM: a Chairperson, Deputy Chairperson, Secretary, and Treasurer.

9.7 Directors shall act in good faith, with due care, skill, and diligence, in accordance with Section 76 of the Act.

9.8 A Director shall not use their position for personal advantage.

9.9 A Director may be removed by special resolution if: (a) declared mentally unfit; (b) convicted of dishonesty; (c) absent from three consecutive Board meetings without apology; (d) in breach of this Constitution or the Code of Ethics.

9.10 The Board shall ensure all returns are filed with CIPC, SARS, and DSD timeously.

ARTICLE 10: OFFICE BEARERS

10.1 Chairperson: Presides over Board meetings; strategic leadership; external representation; Public Officer for SARS and CIPC; casting vote; primary signatory.

10.2 Deputy Chairperson & CEO: Deputises for Chairperson; day-to-day operations; stakeholder management; fundraising; secondary signatory; manages NERI Business Forum.

10.3 General Secretary: Corporate records, minutes, Register of Members, statutory filings, membership administration.

10.4 Treasurer: Financial management, budgeting, reporting, internal controls.

10.5 The Board may create additional officer positions by resolution.

ARTICLE 11: BOARD MEETINGS

- 11.1 The Board shall meet at least quarterly (four times per financial year).
- 11.2 Special meetings may be convened by the Chairperson or on written request of any two Directors.
- 11.3 Notice shall be given at least 7 days in advance with date, time, venue/platform, and agenda.
- 11.4 Quorum: 50% plus one of Directors in office, present in person or by electronic means.
- 11.5 If no quorum within 30 minutes, meeting adjourns to same time/place 7 days later; those present constitute quorum.
- 11.6 Decisions by majority vote. Chairperson has casting vote in case of tie.
- 11.7 Minutes shall be kept, approved at the following meeting, and signed by Chairperson and Secretary.
- 11.8 Resolutions may be passed by written consent of all Directors.
- 11.9 Directors may participate by telephone, video conference, or electronic means.

ARTICLE 12: MEETINGS OF MEMBERS

- 12.1 An AGM shall be held once per calendar year, within 6 months of financial year-end.
- 12.2 At least 14 days' written notice shall be given to all members with date, time, venue, and agenda.
- 12.3 AGM business shall include: annual report, financial statements, election of Directors, appointment of auditor, other business.
- 12.4 Quorum: 10% of voting members or 10 members, whichever is lesser.
- 12.5 If no quorum within 30 minutes, meeting adjourns 14 days later; those present constitute quorum.
- 12.6 Each voting member present has one vote. Voting by show of hands unless poll demanded.
- 12.7 Ordinary decisions by simple majority. Special resolutions require 75% of votes cast.
- 12.8 Minutes shall be kept and available to members on request.
- 12.9 The Board may call a special general meeting on its own or on written request of 10% of voting members.

ARTICLE 13: COMMITTEES

- 13.1 The Board may establish standing or ad hoc committees. Committees may include Finance, Programmes, Governance and Ethics, and the NERI Business Forum Steering Committee.
- 13.2 Non-Directors with relevant expertise may serve on committees. At least one member shall be a Director.
- 13.3 Committees report to the Board at each regular meeting. The Board retains ultimate responsibility.

ARTICLE 14: CONFLICT OF INTEREST

- 14.1 Any Director, Office Bearer, or member with a personal or financial interest in a matter before NERI shall:
(a) declare the interest in writing; (b) recuse themselves from all discussions and decisions; (c) have the disclosure recorded in minutes.
- 14.2 NERI shall not contract with a Director or their family members unless: (a) the full Board approves; (b) the Director recuses themselves; (c) the contract is at arm's length; (d) competitive quotes are obtained where value exceeds R10,000.
- 14.3 A register of declarations shall be maintained by the Secretary and open for inspection by members.
- 14.4 Failure to declare a material conflict constitutes breach of this Constitution.

ARTICLE 15: FINANCIAL GOVERNANCE

15.1 Proper accounting records shall be kept in accordance with South African financial reporting standards.

15.2 The Board shall approve an annual budget before each financial year.

15.3 Payments require at least two authorised signatories from: Chairperson, Deputy Chairperson/CEO, General Secretary.

15.4 Annual financial statements shall be prepared within 3 months of year-end and reviewed or audited.

15.5 NERI shall not lend money to any Director, Office Bearer, member, or related party.

15.6 The Organisation may establish reserve funds by Board resolution.

15.7 All statutory returns shall be submitted to CIPC, SARS, and DSD within prescribed periods.

ARTICLE 16: PROCUREMENT POLICY

16.1 The Organisation shall adopt a Procurement Policy ensuring fair, transparent, and cost-effective procurement.

16.2 Procurement above R50,000 requires competitive quotes from at least three suppliers.

16.3 Preference shall be given to GTM-based SMMEs and co-operatives where competitive.

16.4 No Director or Office Bearer shall have personal interest in any supplier.

16.5 A contract register of all contracts above R10,000 shall be maintained.

ARTICLE 17: ACCOUNTABILITY AND TRANSPARENCY

17.1 Annual returns shall be submitted to CIPC, DSD, and SARS as required by law.

17.2 An annual report shall be published summarising activities, financial performance, and social impact.

17.3 Board minutes shall be available for inspection by members on reasonable notice.

17.4 A complaints and feedback mechanism shall be maintained.

17.5 NERI shall comply with POPIA in all processing of personal information.

ARTICLE 18: DISPUTE RESOLUTION

18.1 Disputes shall, where possible, be resolved through negotiation and mediation.

18.2 Failing resolution within 30 days, the dispute shall be referred to arbitration under the Arbitration Act 42 of 1965.

18.3 The arbitrator shall be appointed by agreement or, failing that, by the Chairperson of the Law Society of the Northern Provinces.

18.4 The arbitration shall be held in Tzaneen unless otherwise agreed.

18.5 The arbitrator's decision shall be final and binding.

ARTICLE 19: INDEMNITY AND INSURANCE

19.1 NERI shall indemnify every Director and Office Bearer against liability incurred in the proper execution of their duties, including legal costs in successfully defending proceedings.

19.2 No indemnity shall apply for gross negligence, wilful misconduct, fraud, or dishonesty.

19.3 The Board may purchase Directors' and Officers' liability insurance and insurance for employees and volunteers.

19.4 NERI shall not be liable for loss, damage, or injury arising from volunteer or beneficiary activities unless caused by NERI's gross negligence.

ARTICLE 20: CHILD PROTECTION

20.1 NERI is committed to protecting children and vulnerable persons in its programmes.

20.2 No person convicted of an offence against a child shall work or volunteer with NERI.

20.3 A Child Protection Policy shall be maintained. Staff and volunteers working with children must produce a valid police clearance certificate.

20.4 Any suspicion or allegation of abuse shall be reported to the authorities immediately.

ARTICLE 21: DATA PROTECTION AND POPIA

21.1 NERI shall comply with POPIA in all processing of personal information.

21.2 The Chairperson shall be the Information Officer as defined in POPIA.

21.3 A Data Protection Policy shall be maintained and reviewed biennially.

21.4 Data subjects have the right to access, correct, or delete their personal information, subject to legal retention requirements.

ARTICLE 22: DISSOLUTION

22.1 The Organisation may be dissolved by 75% special resolution at a meeting convened for that purpose with at least 30 days' notice.

22.2 A liquidator shall be appointed to settle all debts.

22.3 Remaining assets after payment of liabilities shall be transferred to one or more NPOs or PBOs with similar objects.

22.4 No assets shall be distributed to members, Directors, or Office Bearers.

22.5 Dissolution shall be notified to CIPC, SARS, and DSD within 30 days.

ARTICLE 23: AMENDMENT OF CONSTITUTION

23.1 This Constitution may be amended by 75% special resolution passed at a properly convened general meeting.

23.2 Notice of proposed amendments shall be given 14 days in advance with full text.

23.3 No amendment shall alter the non-profit nature or permit distribution of assets to members or Directors.

23.4 Amendments affecting objects or dissolution require prior SARS approval to maintain PBO status.

23.5 Amendments affecting the MOI shall be filed with CIPC.

ARTICLE 24: SEVERABILITY AND ENTIRE AGREEMENT

24.1 If any provision is found invalid or unenforceable, the remaining provisions shall continue in full force.

24.2 This Constitution, the MOI, and Board-adopted policies constitute the entire governing framework.

24.3 No amendment, variation, or waiver shall be effective unless in writing and adopted under Article 23.

ARTICLE 25: ADOPTION AND COMMENCEMENT

25.1 This Constitution was adopted by the Board on 07 July 2026 and shall come into effect immediately.

25.2 A copy shall be provided to every member and filed with CIPC.

25.3 The Board shall review this Constitution every three (3) years to ensure compliance with applicable law.

25.4 This Constitution binds all Directors, Office Bearers, members, employees, and volunteers.

ADOPTED BY THE BOARD OF DIRECTORS ON 07 JULY 2026

Amen Kwetsimani Clive Phambane

Chairperson & Public Officer

Date: _____

Dion Nkuna

Deputy Chairperson & CEO

Date: _____

Areka Logan Khosa

General Secretary & Projects Mgr

Date: _____

This Constitution binds all Directors, Office Bearers, members, employees, and volunteers of NERI.