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PINELANDS MUSLIM ASSOCIATION CONSTITUTION

*as amended on
7 September 2006; and
4 June 2017; and
[Insert new date of commencement of latest amendment]*

The Quran will prevail

Table of Contents

<u>THE QURAN WILL PREVAIL</u>	1
1. <u>RECORDAL</u>	3
2. <u>DEFINITIONS</u>	3
3. <u>NAME</u>	4
6. <u>PURPOSE</u>	5
7. <u>OBJECTS</u>	6
9. <u>EXECUTIVE OF THE PMA - COMPOSITION AND TERM OF OFFICE</u>	8
10. <u>NOMINATION AND ELECTION OF PMA EXECUTIVE</u>	10
11. <u>EXECUTIVE MEMBERS COMMITMENT AND CONFLICT OF INTEREST</u>	11
12. <u>POWERS AND FUNCTIONS OF THE PMA EXECUTIVE</u>	11
13. <u>MEETINGS</u>	16
13.2 <u>EXECUTIVE MEETINGS</u>	16
13.3 <u>ANNUAL GENERAL MEETINGS</u>	17
13.4 <u>SPECIAL GENERAL MEETINGS</u>	18
14 <u>ELIGIBILITY FOR OFFICE AND REMOVAL FROM OFFICE</u>	19
15. <u>DECISIONS</u>	20
16. <u>MINUTES</u>	20
17. <u>OVERSIGHT AND ETHICS COMMITTEE</u>	21
18 <u>LIFE PRESIDENT</u>	22
19. <u>AMENDMENT TO THE CONSTITUTION</u>	23
20. <u>DISSOLUTION OF THE PMA</u>	24
21. <u>INTERPRETATION AND SETTLEMENT OF DISPUTES</u>	24



IN THE NAME OF ALLAH, MOST GRACIOUS, MOST MERCIFUL

1. RECORDAL

WHEREAS:

The Pinelands Muslim Association was established by its founding members in 2001 and continues to exist under this Constitution;

All immovable property located at Erf 2980, Nursery Way, Pinelands, registered in favour of the Pinelands Muslim Association under Deed of Transfer T72163/2007 is *Waqaf al-Ijtima'a'e* (Communal *Waqaf*);

The Pinelands Muslim Association was registered as a non-profit organisation on 16 March 2005 (registration number 039-601-NPO) in terms of the Non-profit Organisations Act 71 of 1997;

The Pinelands Muslim Association was registered as a public benefits organisation on 19 December 2011 (registration number PBO 930038012) in terms of section 30(3) of the Income Tax Act 58 of 1961.

2. DEFINITIONS

Any Islamic terminology referred to in this Constitution is the Islamic terminology as interpreted and accepted by the Sunni Muslims. Any doubt or dispute regarding the interpretation of this Islamic terminology must be settled in terms of clause 21.

In this Constitution, unless the context clearly otherwise indicates:

- (a) words defined have the meanings assigned to them;
- (b) the singular shall include the plural and vice versa and words importing any gender shall include the other gender;
- (c) A reference to a person shall include natural persons, juristic persons

and/or trusts;

- (d) A reference to a company shall include a close corporation or similar legal entity, in terms of the Companies Act, 71 of 2008 or equivalent legislation in force from time to time;
- (e) A reference to any Act includes regulations in terms of that Act and must be read to include the latest amendments to such Act.

- “AGM”** means annual general meeting;
- “business day”** means a weekday and Saturday and excludes a Sunday and public holiday;
- “Constitution”** means this document, as amended from time to time, and includes all annexures, addendums and glossaries;
- “Executive”** means the elected body of the PMA detailed in clause 9;
- “income”** includes all accruals which are revenue in nature whether received in cash or in kind or other donations which have a monetary value;
- “member”** means a person who is a Muslim and who resides in Pinelands and is therefore part of the PMA;
- “Muslim”** means a person who believes in *La Ilaha IllAllah Muhammadur Rasulullah* (There is no God except Allah and Muhammad (peace be upon him) His [FINAL] messenger;
- “Muslim Judicial Council”** means the Muslim Judicial Council of the Western Cape or its successor;
- “office bearers”** means the Chairperson, ~~Vice Chairperson~~, Secretary and Treasurer of the Executive referred to in clause 9;
- “Oversight and Ethics Committee” or “OEC”** means the committee established under clause 17 ;
- “Pinelands”**, means the suburb of Pinelands within the municipal area of Pinelands-Cape Town;
- “Social Outreach NPC”** means the PMA Social Outreach NPC, registered in terms of the Companies Act, 2008 (Act No 71 of 2008) under registration number K2021994072;
- “The PMA”** means the Pinelands Muslim Association;

3. NAME

The name of the association is the "Pinelands Muslim Association".

4. AREA OF JURISDICTION

- 4.1 ~~The area of jurisdiction and operation of the PMA is the existing municipal area of Pinelands~~ PMA operates primarily within Pinelands, however it may also undertake activities in accordance with its powers in any other area.
- 4.2 ~~The provisions of clause 4.1 shall not bar the PMA from undertaking activities in accordance with its powers, outside its area of jurisdiction~~

5. LEGAL STATUS

- 5.1 The PMA is-
- (a) a voluntary, non-profit organisation in terms of the Non Profit Organisations Act 71 of 1997 (registration number 039-601-NPO);
 - (b) a public benefits organisation in terms of section 30(3) of the Income Tax Act 58 of 1961 and its activities is limited by the provisions of sections 30 and 10(1)(cN) of the Income Tax Act, 58 of 1962, as amended from time to time;
 - (c) an association not for gain, whose funds will be used solely for the promotion of its purpose and objects as set out in clauses 6 and 7;
 - (d) a legal entity and may own property and assets, enter into contracts, sue and be sued in its own name and perform all such acts as are necessary to exercise its powers and carry out its duties; and
 - (e) able to acquire and dispose of property and other assets, but may not dispose of any land or any assets which have been deemed to be *Waqaf al-Ijtima'a'e* as contemplated in clause 20.
- 5.2 The PMA exists in its own right, distinct from its members or office bearers / Executive, and shall continue to so exist even when there are ~~membership changes and there are different office bearers / Executive members~~ are changes to its membership and to its Executive membership.

6. PURPOSE

- 6.1 The purpose of the PMA is to provide religious, educational and charitable services.
- 6.2 The property and income of the PMA is to be devoted wholly to achieve the aforementioned purposes, including but not limited to:
- (a) the establishment and maintenance of an educational institution; ~~and~~
 - (b) overseeing the Islamic, spiritual, social, educational, economic and

- moral development of the broader community; and
(c) the maintenance and upkeep of Al-Raudah Masjid.

7. OBJECTS

7.1 In pursuance of the purpose as outlined in clause 6 above, and without restricting the generality thereof, the objects of the PMA are:

- (a) To promote Islam in accordance with the teachings of the *Ahli Sunnah Wal Jama'ah* together with the classical schools of law (Hanafi, Maliki, Shafi'i and Hanbali);
- (b) Maintaining the existing educational Centre with further development thereon and including the acquisition of additional movable and immovable assets;
- (c) To facilitate the provision of Islamic education by:
 - (i) providing for the performance of the obligatory daily prayers of Muslims;
 - (ii) maintaining the *Madrassa*;
 - (iii) exploring other Islamic education initiatives;
 - (iv) promoting, protecting and preserving the teachings of the Holy Quran;
 - (v) promoting, protecting and preserving the Sunnah of Rasulullah (*Sallallahu Alayhi Wasallam*) and the *Sahabah* (*Radiillaho Anhum*);
 - (vi) enjoining what is right and forbidding what is wrong and fostering the *Aqaaid* beliefs and practices of the four *Mathaaib* of Jurisprudence;
 - (vii) promoting, protecting and preserving the religious rights of Muslims;
 - (viii) promoting the religious, social, spiritual and educational advancement of Muslim children and adults;
 - (ix) furthering co-operation in the Muslim community and co-ordinating all Islamic activities in Pinelands;
 - (x) managing, supervising and assisting in the *Janaaza* of any deceased Muslim person; and
 - (xi) providing assistance to other Muslim communities and other Islamic based organisations who have similar objectives to that of the PMA, where possible.
 - (xii) providing social outreach support to communities in need through

the activities of the Social Outreach NPC established for that purpose.

- 7.2 The Executive may approve any other activities related to the objectives as it deems appropriate.
- 7.3 All the activities of the PMA, in pursuance of its purposes and objectives and such other activities as the PMA may involve itself in, shall conform to the Holy Quran and the Sunnah of *Rasulullah (Sallallahu Alayhi Wasallam)*. Any doubt or dispute regarding such conformity shall be dealt with in terms of the clause 21.
- 7.4 The PMA shall encourage the youth ~~are encouraged~~ to participate in all activities of the PMA and the youth may establish committees and conduct activities for the Muslim youth to promote the purpose and objects of the PMA.

7A NON-PROFIT DISTRIBUTION CHARACTER

- a) No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- b) The funds of the PMA SOC will be used solely for the objects for which it was established.
- c) At least three persons will accept fiduciary responsibilities for the public benefit organisation. They will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to such an organisation.
- d) No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- (e) A copy of all amendments to the constitution will be submitted to the Commissioner for the South African Revenue Service.
- (f) The public benefit organisation will not be party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as a 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.
- (g) No resources will be used, directly or indirectly, to support advance or oppose any political party.

8. MEMBERS

- 8.1 Subject to clause 8.2 members have the right to attend and participate in the AGM and any Special General Meeting convened by the PMA, to place matters on the agenda of such meeting to raise issues and to vote at such meetings.
- 8.2 Subject to Clause 8.3, voting rights at any meeting extend only to members who are 18 years or older.
- 8.3 (a) A non-resident of Pinelands may apply to the PMA Executive to become a member, and upon acceptance of such application, all relevant clauses applicable to members, including voting rights in this Constitution, shall apply to such member.
- (b) A member under the age of 18 may apply to the PMA Executive for voting rights and the provisions of paragraph (a) apply *mutatis mutandis* (with the necessary changes).
- 8.4 Members have no rights in the property or other assets of the PMA solely by virtue of them being members.
- 8.5 Members are not liable for any obligations and liabilities of the PMA solely by virtue of them being members.
- 8.6 Members are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith, and after having been exercised with due care while the member is performing functions for or on behalf of the PMA.
- 8.7 All members are eligible to serve on any of the ~~committees~~ or sub-committees of the PMA Executive, subject to the terms of reference of the relevant committee.
- 8.8 Members may not hold or dispose of property of the PMA and/or use the finances of the PMA for their personal benefit or for the benefit of their estates, or of their spouses or family. Members should generally act in a prudent and responsible manner as can be expected from persons who are in charge of the affairs of another person.

9. EXECUTIVE OF THE PMA - COMPOSITION AND TERM OF OFFICE

- 9.1 The Executive Committee of the PMA shall comprise of the following portfolios:
- (a) Chairperson
 - (b) Vice Chairperson
 - (c) Secretary
 - (d) Assistant Secretary
 - (e) Treasurer
 - (f) ~~Assistant~~ Social Outreach NPC Treasurer

(g) Maintenance

(h) Madrassa

(i) Social Outreach;

(j) Youth; and

(j) 6 5 General Executive members

9.2 The Chairperson, Secretary and Treasurer are referred to as the Office Bearers.

9.3 The Imaam; members of the Oversight and Ethics Committee, and the Life President of the PMA are ex-officio members of the Executive, and may participate at meetings of the Executive but may not vote at such meetings.

9.4 The Executive may co-opt any other members as deemed necessary to fulfil the powers functions and duties under this Constitution.

9.5 Since the Executive members are individually and collectively charged with an *amaanat* as stipulated in this Constitution, the following eligibility criteria apply to members to be nominated or elected onto the PMA Executive:

9.5.1 The member —

(a) must be a Muslim who is over the age of 18, who is of upright character and ~~and~~ displays qualities of *taqwā*;

(b) must be committed to safeguarding the interest of the PMA as set out in this Constitution;

(c) may only be elected as an office bearer if that member has served on the PMA Executive for at least one term

9.6 (a) An PMA Executive member shall hold office for a period of 3 years (three years) calculated from the date of his or her appointment and shall be eligible for re-election at an AGM, subject to all the processes for nomination and election in Clause 10, competing with all other candidates.

(b) Notwithstanding (a), ~~Office~~ office bearers may not serve for more than 3 (three) consecutive terms as office bearers but and may again be appointed as office bearers after a break between terms. Nothing precludes such office bearers from being appointed as ordinary Executive members during such intervals.

(c) In the event that any existing member of the Executive's period of office expires at an upcoming AGM, notice shall be given by the Secretariat to the OEC by no later than 31 March, of the vacancy arising.

~~9.7 Since this clause is an amendment to the Constitution as amended on 7 September 2006, as transitional measures—~~

- ~~— (a) Executive member/s who were appointed before this amended clause is approved at a Special General Meeting, shall serve the remainder of their original terms, whereafter nominations and and elections for the relevant portfolio/s shall be done in terms of clause 10; and~~
- ~~— (b) the provisions of clause 9.6 (b) shall only apply from 2017 to the office bearers who were appointed before this amended clause was adopted at a Special General Meeting~~

9.78 There shall at all times be a minimum of 7 (seven) members serving on the Executive.

- 9.89 (a) If for any reason the number of members of the Executive falls below 7 (seven), the remaining members shall convene a special general meeting within 30 days, at which additional members shall be elected.
- (b) Any decisions taken during the period of time (if any) between the election of such members to the Executive and the next general meeting, shall be tabled for ratification or veto at a Special General Meeting.

10. NOMINATION AND ELECTION OF PMA EXECUTIVE

- 10.1 An independent Electoral Officer must be appointed by the Oversight and Ethics Committee (OEC) referred to in clause 17 to oversee nomination and election of the Executive as set out in this clause.
- 10.2 Nominations for election to the Executive of the PMA must be—
- (a) in writing on a form prescribed by the OEC and must be made available on the official PMA communication channels PMA website;
 - (b) in respect of nominees who have never served on the Exec or OEC, accompanied by a short curriculum vitae detailing the qualifications, experience and expertise that the nominee will bring to the Executive;
 - (c) signed by the nominator and a seconder and the nominee prior to submission;
- 10.3 Nominations be will open on 1 July of every year and members will be apprised of vacancies and be invited to by way of notices on the noticeboard, on the PMA website and via official PMA communication channels submit their nominations on or before 1 August of that year.
- 10.4 The period for nominations may be extended by no more than two (2) weeks by the Electoral Officer Executive and such extension must be communicated to members by no later than 1 August of that year.
- 10.5 Completed nomination forms and accompanying curriculum vitae as contemplated in 10.2, must be submitted to the Secretary on or before the

closing date.

- 10.6 Incomplete nomination forms will be referred back the nominee for completion within time specified by the Electoral Officer, failing which the nomination will be rejected and the nominee will not be eligible for election.
- 10.7 The Electoral Officer must present all nominations that have not been rejected as contemplated in clause 10.6 at the AGM, and must then conduct the election by a process of secret ballot.
- 10.8 The Electoral Officer must ensure that the election process is administered in an honest, fair and transparent manner.
- 10.9 If there are no competing nominees for a post there will be no need for a vote for that portfolio.
- 10.10 The Electoral Officer must count the votes and announce the results at the AGM.
- 10.11 Where a vacancy arises, the Executive may, from among the members appoint an executive member until the following AGM, where a new member will be elected following the process outlined in this clause.

11. EXECUTIVE MEMBERS COMMITMENT AND CONFLICT OF INTEREST

11.1 Commitment

- 11.1.1 An Executive member who fails to attend to his or her duties for a period exceeding 3 (three) consecutive months and/or fails to attend (3) three consecutive scheduled Executive meetings shall, ~~subject to clause 14.2~~ eligible for removal from office as contemplated in clause 14.2.
- 11.1.2 If a member of the Executive tenders apologies for ~~(43)~~ four ~~three~~ Executive meetings in a period of (12) twelve consecutive months, irrespective of whether such apologies are consecutive or not, the provisions of clause 11.1.1 will apply *mutatis mutandis* (with the necessary changes).

11.2 Conflict of Interest

A member of the Executive may not contract with the PMA for the supply of goods or services.

12. POWERS AND FUNCTIONS OF THE PMA EXECUTIVE

12.1 General Powers

- 12.1.1 The members of the PMA Executive must perform all their powers and functions in accordance with the purpose and objects as set out in clauses 6

and 7.

- 12.1.2 The Executive is responsible for overseeing the administration of the PMA and may take all such steps deemed necessary for the meaningful exercising of its powers and functions in this Constitution, including but not limited to—
- (a) giving signing powers to Executive members;
 - (b) ratifying decisions;
 - (c) ensuring the day to day running of the PMA;
 - (d) implementing and/or overseeing the implementation of decisions taken by a general meeting of members of the PMA;
 - (e) appointing and dismissing staff including staff of sub-committees of the Executive, subject to the relevant employment legislation;
 - (f) engaging the services of a suitable person of the Islamic Faith to serve as Imam at the Pinelands Islamic Centre falling under the direct control of the PMA.
 - (g) buying, selling, donating, alienating or exchanging, movable or immovable, corporeal or incorporeal property or ceding rights; on such terms and conditions as decided at a general meeting, Provided that: in the case of immovable property that constitutes *Waqaf* the Executive shall not be entitled under any circumstances to sell, exchange or donate such Waqaf property, as contemplated in clause 20;
 - (h) accepting only irrevocable and unconditional donations or bequests to the PMA
 - (i) improving, altering, erecting new structures and maintaining property owned or under the control of the PMA;
 - (j) delegating any of its powers to any committee of the PMA, provided that—
 - (i) such delegation may be withdrawn and the functions resumed by the Executive;
 - (ii) In the exercise of any such powers, such committee shall be subject to the same conditions as may be applicable were the executive to exercise such delegated powers; and
 - (iii) The Executive still retains overall responsibility for any delegated function.
 - (k) ensuring compliance with all statutory reporting and obligations; ~~and~~
 - (l) exercising or performing any other power or functions required to fulfil the obligations of the PMA under this Constitution; and
 - (m) exercising oversight over the Social Outreach NPC

12.1.3 When awarding a contract for the provision of goods and services for the PMA, the Executive must obtain (3) three comparable quotations from independent sources and must award the contract on the basis of the best service and price.

12.2 Legal matters

12.2.1 The Executive may designate one of its members to—

- (a) liaise with any conveyancer, notary public, registrar of deeds or registrar of claims to sign or execute any documents with regard to the alienation, sub-division, exchange, transfer, mortgage or hypothecation of fixed and/or movable property, and to make any application, and to give any consent required under the Deeds Registries Act No. 37 of 1947;
- (b) attend meetings of a person who is a debtor of the PMA irrespective of whether the meeting is in connection with insolvency, liquidation or judicial management, and to vote on any matter submitted to such meeting and generally, to exercise all the rights a creditor would have had in similar circumstances;
- (c) institute or defend legal actions on behalf of the PMA, provided that such legal action is ratified at and reported to a general meeting within 3 months thereof; or
- (d) perform any other function of a legal nature that may be necessary for to fulfil the obligations of the PMA under this Constitution.

12.2 Banking and finance

12.2.1 The PMA Executive may by resolution exercise the following powers:

- (a) Authorise that bank accounts be opened, operated and maintained at a commercial bank as defined in the Banks Act, No. 94 of 1990 for the PMA;
- (b) conduct any other financial activities;
- (c) Accumulate income in line with Islamic Shariah principles in order to supplement the capital of the PMA;
- (d) Utilise any portion of the capital or income in pursuance of the purpose and objects of the PMA.
- (e) Give signing powers on the bank accounts to 4 (four) members of the Executive inclusive of the Treasurer and ~~Assistant~~ Social Outreach NPC Treasurer, and,
 - (i) different persons, which may include non-Executive members,

may be given signing powers in relation to bank accounts opened for specific purposes, projects or programmes ; and

- (ii) the treasurer shall be one of the signatories to all the bank accounts of the PMA;
- (f) Authorise a member to sign a specific contract on behalf of the PMA which contract must be co-signed by the Chairperson.
- (g) Ensure payment of all costs incurred by the PMA in connection with the administration of the PMA from the income of the PMA;
- (h) Ensure that the assets of the PMA are adequately protected; and
- (i) Ensure adequate protection of employees in the course and scope of their employment.

12.2.2 Members of the Executive have no rights to the property or other assets of the PMA and no portion of the income or property of the PMA shall be paid or distributed directly or indirectly to any person, other than in the ordinary course of undertaking any public benefit activity, or to any member except as:

- (a) reasonable compensation for services actually rendered to the PMA; or
- (b) reimbursement of actual costs or expenses reasonably incurred on behalf of the PMA as contemplated in 12.2.3 (g)

12.2.3 The Treasurer shall within the parameters of the Constitution perform, but not be limited to, the following functions:

- (a) Administer the finances of the PMA and ensure that all funds of the PMA are deposited into the bank accounts of the PMA, within 3 business days of receipt of such funds;
- (b) Control all withdrawals from, and payments made out of the PMA bank accounts (including electronic transactions), which shall be co-signed by at least one of the signatories to the PMA bank accounts authorised in terms of clause 12.2.1 (e);
- (c) Keep accurate and complete financial records of the PMA;
- (d) Prepare annual financial statements for the financial year within a period of not more than three months after the end of such financial year and to present such financial statements
 - (i) ~~for audit to a registered accounting firm approved by the Executive, the OEC~~ within 3 (three) months after the end of the financial year; and
 - (ii) to the Executive at least 6 weeks and to the OEC at least 4 weeks before the AGM;
- (e) Make available for the perusal of all members of the PMA, the annual ~~audited~~ financial statement at least 21 days prior to the AGM. Such

statements must be sent to members together with the notice of the AGM:

- (i) via the official PMA communication channels;
 - (ii) posted on the PMA website; and
 - (iii) be available for inspection at the PMA's premises to any member by arrangement with the Secretary;
- (f) Establish, manage and administer any statutory and other employee benefit funds, including pension, medical scheme, and UIF.
 - (g) Reimburse a member of the PMA for actual expenses incurred on behalf of the PMA, either with the prior approval of, or later ratification by, the Executive;
 - (h) Engage the services of professional persons in so far as such services are deemed to be necessary or desirable for the purposes of preparing the annual financial statements ;
 - (i) Request all relevant committees to present financial plans for the financial year by the end of December of every year, and
 - (j) Prepare and submit a draft budget to the Executive by no later than the end of January of each year for approval by no later than the end of February of every year.

12.2.4 The provisions of clauses 12.2.1 – 12.2.3 apply *mutatis mutandis* to the Social Outreach NPC Treasurer

12.2.5 If the Treasurer or Social Outreach NPC Treasurer is are unable to perform any duties or exercise any functions under this Constitution, for any reason, the Executive may in writing appoint the other Assistant Treasurer to perform such duties or exercise such functions until the absent Treasurer is able to resume his or her duties.

12.3 **Sub-committees**

12.3.1 The Executive may establish sub-committees to perform any of its functions.

12.3.2 The sub-committees may appoint a chairperson ~~among~~ from amongst them, draft their own terms of reference but remain directly accountable to the Executive in the performance of their functions.

12.3.3 At least one (1) (and preferably more) Executive member(s) must serve on each sub-committee and they will be required to briefly report on any developments at each Executive meeting

12.2.6 The Executive has the power to determine which matters must be brought before it for approval by one or more of its sub-committees.

13. MEETINGS

13.1 General provisions

- 13.1.1 The Chairpersons of all meeting forums must instruct the Secretariat to set up the respective meetings, including sending out the invitations, agendas and other logistics timeously.
- 13.1.2 ~~Notice of all meetings provided for in this Constitution~~ the AGM and any Special General Meeting must be communicated as follows:
- (a) ~~by e-mail to the last addresses furnished by a member~~ posted on the official PMA communication channels; (b) posted on the notice board at the Pinelands Islamic Centre; and
 - (c) posted ~~on~~ on the PMA website;
- 13.1.3 Notwithstanding the aforementioned notice provisions, the accidental omission to give notice of the AGM, special general meeting or any other meeting to any member of the PMA shall not invalidate the proceedings of such meeting.
- 13.1.4 Despite clauses, 13.1.1 – 13.1.3, ~~the Committees and sub-committees~~ set up by the Executive may establish their own rules and procedures at their meetings.
- 13.1.5 Members must observe the appropriate Islamic dress code and adhere to Islamic code of conduct.
- 13.1.6 The OEC shall be informed of all meetings, including meetings of any committees or subcommittees of the Executive.

13.2 Executive Meetings

- 13.2.1 The Executive shall preferably meet monthly but must meet at least quarterly to consider the general activities of the PMA, and to conduct business of the PMA which falls within its powers and functions.
- 13.2.1 The first meeting of the Executive must be held within 2 weeks of an AGM and at the first meeting the term calendar of the Executive meeting till and including the next AGM shall be ~~adopted~~ agreed to and implemented as far as possible, and provided to the OEC.
- 13.2.2 The quorum of a meeting is 50% of its members.
- 13.2.3 If a quorum for an Executive meeting is not reached, the members present shall be deemed to constitute a quorum, provided that a minimum of 3 Executive members are present, failing which the meeting must be postponed without further notice to the same time and day 7 (seven) days hence, and at such postponed meeting the members present shall be deemed to constitute

a quorum.

13.2.4 Members of the Executive must be given at least five calendar days' notice of meetings via any of the agreed upon communication platforms.

13.3 ANNUAL GENERAL MEETINGS

13.3.1 The AGM shall be held by no later than 30 September of every year, at a time and place determined by the executive.

13.3.2 The date of the AGM is to be determined by the Executive and such date should be conducive to ensure the attendance of the majority of the members of the PMA.

13.3.3 The Chairperson/Vice Chairperson of the PMA or in their absence their nominated representative shall chair the AGM: Provided that if neither the Chairperson/ Vice Chairperson nor the nominated representative, is present within 10 (ten) minutes of the time appointed for the holding of the AGM, the members shall elect a Chairperson for the meeting.

13.3.4 The AGM shall be convened on not less than twenty one (21) calendar days prior notice to all members who shall be provided with notice together with the agenda of that meeting, a copy of the ~~audited~~ annual financial statement as contemplated in clause 12.2.3 (e), the audited annual financial statement of the Social Outreach NPC, and any other document to be presented for a decision at the AGM. A document not submitted on time may not be voted on at the AGM.

13.3.5 The quorum for such AGM shall be 25 (twenty-five) members.

13.3.6 If a quorum for the AGM is not reached, the members present shall be deemed to constitute a quorum, provided that a minimum of 15 members are present, failing which the meeting must be postponed without further notice to the same time and day 7 (seven) days hence, and at such postponed meeting the members present shall be deemed to constitute a quorum.

13.3.7 The business of the AGM shall include at least the following:

- (a) the election of the person to chair the meeting, when necessary;
- (b) the election of Executive members, office bearers, and OEC members where necessary;
- (c) the presentation and adoption of the annual report of the Chairperson of the PMA;
- (d) ~~the presentation a~~ report by the Treasurer, ~~of which must include~~
 - (i) an ~~audited~~ Account of the Financial Administration of the PMA; and
 - (ii) ~~and its funds for the relevant financial year, including an overview of~~

~~the activities over the period under review as well as present and future activities adoption of the report of any finance committee that has been established;~~

- (d) a report by the Social Outreach NPC Treasurer, which must include
 - (i) an audited Account of the Financial Administration of the Social Outreach NPC; and
 - (ii) its funds for the relevant financial year.
- (e) reports by members of Executive responsible for the Masjid, Madrassa, Social Outreach and Youth, which must include an overview of the activities over the period under review.

~~the appointment of auditors for the forthcoming year.~~

13.3.8 All the Executive members must be present at the AGM, unless there is a valid reason for their non-attendance. and the relevant members of the portfolio must provide a written report of the activities of their portfolios for the preceding year, as contemplated in clause 13.3.7, ~~and shall provide such report to the Secretariat at least 30 days before the annual general meeting.~~ Such reports shall be tabled and adopted at the AGM ~~made available to members and adopted at the AGM.~~

13.3.9 All persons in attendance at the AGM shall be entitled to question the PMA Executive on any matter arising from their reports, and on any other matter within their portfolio, irrespective whether or not such is on the agenda.

13.3.10 All persons physically present shall sign a register reflecting their full names, addresses and contact details when attending a meeting.

13.3.11 A virtual option for attendance at an AGM will be provided but:

- (a) virtual attendance will not constitute part of the quorum of the meeting;
and
- (b) members attending virtually will not be entitled to vote.

13.4 SPECIAL GENERAL MEETINGS

13.4.1 The Executive may convene a Special General Meeting to address any matter which cannot be dealt with in the ordinary course.

13.4.2 An ordinary member may approach the Executive and the OEC to convene a Special General Meeting, and if the Executive and/or the OEC refuses the request, the member may convene such meeting if the member has the support and signatures of at least 20 ordinary members.

13.4.3 A Special General Meeting may be convened on no less than 48 hours' notice by way of electronic media to all members of the PMA as reflected on the

membership register.

13.4.4 Notwithstanding 13.4.3, in exceptional circumstances the Executive may convene a meeting on less than 7 days' notice but no less than 48hours.

13.4.5 The quorum for such Special General Meeting shall be 25 (twenty-five) members.

13.4.6 If a quorum for the Special General Meeting is not reached, the members present shall be deemed to constitute a quorum, provided that a minimum of 15 members are present, failing which the meeting must be postponed without further notice to the same time and day 7 (seven) days hence, and at such postponed meeting the members present shall be deemed to constitute a quorum.

~~13.4.4 This clause is subject to clause 20.~~

13.4.7 All persons physically present shall sign a register reflecting their full names, addresses and contact details when attending a meeting.

14 ELIGIBILITY FOR OFFICE AND REMOVAL FROM OFFICE

14.1 A person may not be a member of the Executive or shall cease to be such member if that person—

- (a) Resigns as a member of the Executive or dies;
- (b) Ceases to be a Muslim as defined in Clause 2;
- (c) Has been declared mentally ill by a competent court; or a certified medical practitioner;
- (d) Has been convicted at any time of theft, perjury, or an offence involving corruption fraud or uttering a false document;
- (e) Is disqualified to act as a director of a company in terms of the Companies Act No. 71 of 2008;
- (f) Becomes unfit or incapable of performing his or her duties as a member of the Executive;
- (g) Upon the unanimous sanction of the OEC that the person has acted or conducted themselves in a manner contrary to the norms of Islam and the objectives of this Constitution and brings themselves and the PMA into disrepute; or
- (h) Is removed from office as contemplated in Clause 14 (2)(c).

14.2 (a) An Executive member who fails to attend to his or her duties or tenders apologies as contemplated in causes 11.1.1, ~~and~~11.1.2, and 13.3.8, shall

be called to appear before the Executive Committee and state their case.

- (b) If there is no reasonable explanation for such contravention, the Executive may remove such member, suspend his or her membership ~~for~~ for a period of time or make any order that it seems necessary and fair in the circumstances.
- (c) The validity of the member's case will be determined by consensus, and failing consensus by majority vote.

15. DECISIONS

- 15.1 No single person may directly or indirectly control the decision-making powers relating to the PMA.
- 15.2 All resolutions tabled at any meeting require a proposer and seconder.
- 15.3 All members are entitled to propose or second decisions to be taken at an AGM and a Special General Meeting.
- 15.4 Decisions should preferably be taken after consultation and discussion and by consensus. In the event that consensus cannot be reached, the decision shall be by majority vote with each member having only one vote.
- 15.5 Subject to clauses below, the Executive and committees may conduct their meetings and other business via electronic media.
- 15.6 All electronic correspondence where decisions are made must be ratified at the next Executive meeting.
- 15.7 Resolutions passed at meetings shall be duly recorded in writing and are binding on the members of the PMA.
- 15.8 A written resolution adopted by the majority of the members at a meeting or agreed by the majority of the members by way of electronic media is the same as a resolution passed at a meeting of members.
- 15.9 A resolution put to the vote shall be decided either by a show of hands or in writing by way of electronic media . In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson has a casting vote.

16. MINUTES

- 16.1 At each meeting convened there shall be a secretary who shall record the minutes of that meeting, failing which a person shall be so designated to take minutes and to provide the chairperson with a copy thereof within two days after the meeting has occurred
- 16.2 The minutes of the meeting shall be confirmed at the subsequent meeting

convened. The chairperson and secretary (alternatively minute-taker) shall sign off that such minutes are accurate.

16.3 Copies of all minutes of meetings once confirmed, shall within 2 days thereof, be made available to the secretary who shall retain it for safekeeping, and such minutes may be in electronic format.

16.4 At the end of his or her term, the secretary should hand over all minutes from his or her term of office to his or her successor, for purposes of safeguarding historical minutes and an ongoing electronic depository or minutes should be retained together with a back-up.

17. OVERSIGHT AND ETHICS COMMITTEE

17.1 An Oversight and Ethics Committee (OEC) shall be appointed at the AGM and shall serve for a period of five years.

17.2 An OEC member must be a Muslim who is over the age of 18, who is of upright character and displays qualities of *taqwā*.

17.3 An OEC member shall hold office for a period of 5 years calculated from the date of his or her appointment and shall be eligible for re-election at an AGM.

17.4 The Life President/s and the Imam shall serve on the OEC indefinitely, save in relation to any matter in which they have a direct or indirect interest.

17.5 There shall be no less than 5 (five) and no more than 9 (nine) persons serving on the OEC, and a quorum for a meeting shall be 80% of all its members.

17.4 The Electoral Officer shall oversee the nomination and election of the members of the OEC and the relevant provisions of clause 10 shall apply *mutatis mutandis* (with the necessary changes).

17.5 Where possible, members of the OEC should include people with expertise and experience in accounting, auditing, human resource management, the law, and Islamic law and jurisprudence.

17.6 A person may not be a member of the OEC or shall cease to be such member if that person—

(b) Is a member of the Executive of the PMA;

(c) Resigns as a member of the OEC or dies;

(d) Is certified to be mentally ill;

(e) Has been convicted at any time of theft, perjury, or an offence involving corruption fraud or uttering a false document;

(f) Is disqualified to act as a director of a company in terms of the Companies Act, 2008 (Act No. 71 of 2008) equivalent legislation in force

from time to time;

or

- (g) ~~Upon the unanimous sanction of the OEC that the person—~~
- ~~(i) has acted or conducted themselves in a manner contrary norms of Islam and the objectives of this Constitution and brings themselves and the PMA into disrepute;~~
 - ~~(ii) Ceases to be a Muslim as defined in Clause 2; or~~
 - ~~(iii) *Becomes unfit or incapable of performing his or her duties as a member of the OEC*~~

The OEC may, by unanimous vote, suspend a member of the OEC on good cause and in a manner promoting the objects of the PMA, and must then forward the name of such member together with a motivation for the person's removal from the OEC to a Special General Meeting (SGM). Such suspension is immediately effective pending the outcome of the SGM, which SGM must be held within 30 calendar days of the vote taken by the OEC.

- 17.7 The OEC shall ensure that the Constitution is upheld and implemented including at the AGM, and shall enjoy ex-officio status at all PMA meetings including meetings of the Executive and its committees and sub-committees
- 17.8 The OEC shall be responsible for all disciplinary matters of members of the Executive, including and any appeals against and Executive decision in relation to termination of to terminate membership, or any other matter referred to it by any member and/or committee of the PMA.
- 17.9 The OEC shall perform its functions without interference from the Executive or any other committee of the PMA and can only be removed from office at a Special General Meeting. The Executive may assign further responsibilities to the OEC from time to time.
- 17.10 The OEC shall be entitled to access to all minutes of all meetings of the PMA.

18 LIFE PRESIDENT

- 18.1 Any person who, as a member of the PMA, has made a valuable contribution to the development of the PMA and its activities over a long period of time may be appointed by the Executive as a Life President.
- 18.2 A life President plays an honorary role and may attend and participate in any meetings of the PMA, including Executive meetings, but has no voting rights.
- 18.3 A Life President may only be appointed if all the members of the Executive and the OEC approve such appointment.

19. AMENDMENT TO THE CONSTITUTION

19.1 This Constitution may only be amended, altered or added to at a Special General Meeting of members called specifically to vote on such amendment, alteration, and addition by way of a special resolution, and which is passed by no less than two thirds of the total number of members present at a meeting at which the motion to effect amendments is proposed.

19.2 ~~The process of amending the Constitution is as follows:~~

A member may propose an amendment to the Constitution to the Executive who may in its discretion:

- (a) agree to the amendment and follow the process as set out in 19.4;
~~process the amendment, as set out below,~~
- (b) refuse the amendment and provide reasons and ~~if such request is refused, full reasons must be provided~~ for such refusal;
- (c) agree to the amendment but defer to processing of the amendment to another time; or
- (d) make any other decision it may deem necessary

19.3 The Executive may on its own accord propose amendments and may establish a Committee to consider any proposed amendments.

19.4 All proposed amendments shall be sent out to members with a notice inviting comments within a period of 30 days from the date in the notice, ~~and the provisions of clauses 13.1.2 and 13.1.3 shall apply with the necessary changes.~~

19.2.4 A Special General Meeting shall be called to consider the amendments as contemplated in 19.1 and clauses 13.1.2 and 13.1.3 shall apply with the necessary changes. ~~The Executive or its committee as the case may be, must consider all comments and may make further amendments based on the comments received.~~

~~19.2.5 If the Constitution is further amended as contemplated in clause 19.2.3, such amendments must be sent to members for further inputs within a period of two weeks.~~

~~19.2.6 At the end of the two week period referred to in clause 19.2.5, a final document must be submitted to members with a notice inviting members to attend special general meeting, within 21 days of the date of the date of service of the notice, to discuss and vote on the proposed amendments.~~

20. DISSOLUTION OF THE PMA

- 20.1 An extraordinary Special General Meeting must be called to address any need for the possible dissolution of the PMA, which may only be convened if there is written support from—
- (a) a majority of the Executive members;
 - (b) a majority of the OEC members; or
 - (c) 50 (fifty) ordinary members of the PMA.
- 20.2 A meeting contemplated in clause 20.1, must have at least 75 members present at such meeting, failing which clause 13.4.5 applies, and no proxies shall be permitted at such meeting.
- 20.3 All persons physically present shall sign a register reflecting their full names, addresses and contact details when attending a meeting.
- 20.4 The PMA may only be dissolved if 80% (eighty percent) of the members present at the meeting vote in favour of such dissolution.
- 20.5 ~~In the event of dissolution of the PMA, the funds of the PMA shall after settlement of liabilities pass to:~~
- ~~(a) Any registered public benefit organisation or non-profit organisation of good standing which has been approved by the majority of the members of the PMA;~~
 - ~~(b) which is required to use those assets solely for purposes of carrying on one or more public benefit activities identical or similar to those objects set out in this Constitution.~~
 - ~~(c) The *Waqaf* nature cannot be changed~~

Upon dissolution of the PMA, the remaining assets must be transferred to:

- (a) another public benefit organisation which has been approved in terms of section 30 of the Income Tax Act 1962, (Act No. 58 of 1962)
- (b) Any institution, board or body which is exempt from 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
- (c) 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.
- (d) The *Waqaf* nature cannot be changed

21. INTERPRETATION AND SETTLEMENT OF DISPUTES

- 21.1 In the event of a serious disagreement between the members of the Executive, subcommittees or members of the PMA regarding the interpretation of this Constitution, then any two (2) Executive Committee members or any five (5)

members of the PMA shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Executive.

- 21.2 The Executive shall consider such declaration within two (2) weeks of receiving it. Should the Executive not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred to the OEC.
- 21.3 If there is any dispute or uncertainty on any matter that relates to the interpretation of the Noble Quran and the *Shari'ah*, which cannot be resolved by the members of the Executive themselves through the application of the principles of *Shura*, then such matter shall be referred to the Muslim Judicial Council whose decision on the issue to be resolved shall be final and binding.
- 21.4 If there is any dispute or uncertainty on the interpretation of any matter in this Constitution that does not relate to the interpretation of the Noble Quran and the *Shari'ah*, which cannot be resolved by the members of the Executive,
 - (a) then such matter shall be referred to the OEC for resolution; or
 - (b) If the OEC cannot resolve the issue, an Arbitration Committee appointed by the OEC, subject to legislation regulating Arbitration proceedings, and whose decision on the issue to be resolved shall be final and binding.