



SCOUTS[®]
South Africa

THE CONSTITUTION OF
SCOUTS SOUTH AFRICA

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be prepared ●●●

ARTICLE I
DEFINITION, AIM, PRINCIPLES AND METHOD

1. Definition

SCOUTS South Africa is governed by this Constitution as an independent, non-political, non-Governmental, non-profit and educational movement for boys, girls and adults open to all without distinction of origin, race, creed, sexual orientation or gender identity in accordance with the purpose, principles and method of the World Organisation of the Scout Movement conceived by the Founder Robert Baden-Powell and stated below.

2. Aim

The Aim of SCOUTS South Africa is to contribute to the development of boys, girls and young adults in achieving their full potentials as individuals, as responsible citizens and as members of their local, national and international communities by:

- Developing their character;
- Training them in citizenship;
- Developing their spiritual, social, intellectual and physical qualities.

3. Principles

SCOUTS South Africa is based on the following principles:

a. Duty to God:

Adherence to spiritual principles, loyalty to the religion that expresses them and acceptance of the duties resulting there from.

b. Duty to others:

Loyalty to one's country in harmony with the promotion of local, national and international peace, understanding and co-operation. Participation in the development of society with recognition and respect for the dignity of one's fellows and for the integrity of the natural world.

c. Duty to self:

Responsibility for the development of oneself.

4. Adherence to the Promise and Law

All members of SCOUTS South Africa are required to adhere to the Scout Promise and Law or the Cub Promise and Law, as the case may be, conceived by the Founder in the following terms:

a. The Scout Promise:

“On my honour I promise that I will do my best –
To do my duty to God, and my country;
To help other people at all times;
To obey the Scout Law.”

- b. The Scout Law
1. "A Scout's honour is to be trusted.
 2. A Scout is loyal.
 3. A Scout's duty is to be useful and to help others.
 4. A Scout is a friend to all and a brother [sister]* to every other Scout.
 5. A Scout is courteous.
 6. A Scout is a friend to animals.
 7. A Scout obeys orders.
 8. A Scout smiles and whistles under all difficulties.
 9. A Scout is thrifty.
 10. A Scout is clean in thought, word and deed."
- *subject to gender of Scout brother or sister is used.
- c. The Scout Motto
The Scout Motto is: "BE PREPARED."
- d. The Meerkat Promise
"I will love my God, be kind and stand tall.
- e. Meerkat Law:
A Meerkat always stands tall.
- f. The Cub Promise
"I promise to do my best -
To do my duty to God, and my country;
To keep the Law of the Wolf Cub Pack;
and to do a good turn to somebody every day."
- g. The Cub Law
"The Cub gives in to the Old Wolf,
The Cub does not give in to himself [or herself]."
- h. The Cub Motto
The Cub Motto is: "DO YOUR BEST."
- i. The Rover Motto
The Rover Motto is: "SERVICE."

5. Method

The Scout Method is a system of progressive self-education through the interaction of all the following elements:

- The Scout Promise and Law,
- Learning by Doing,
- Personal Progression,
- Team System,
- Adult Support,
- Symbolic Framework,

- Nature,
- Community Involvement.

The Scout Method is practiced by creating a meaningful educational experience for young people. It should be used in a way that is consistent with the Scout Movement's Purpose and Principles. It is further described in a relevant policy adopted and reviewed from time to time by the World Scout Conference.

6. Progressive Programme

SSA's advancement programme includes, but is not limited to:

- The provision of youth leadership and life skills development programmes using the Scout method and specifically the outdoors.
- The promotion of, and education and training programmes relating to, environmental awareness, greening, clean-up and sustainable development projects.
- Community development initiatives that includes the promotion of community-based projects relating to self-help, empowerment, capacity building, vocational and life skills development and anti-poverty, as well as the provision of training, support or assistance to the community-based projects.
- Agricultural skills.
- Promotion of human rights and democracy, including children's rights.
- Health training that includes first aid and the prevention of HIV infection, the provision of preventative and education programmes relating to HIV/AIDS.
- Vocational training to youth, including unemployed youth, with the purpose of enabling them to obtain employment.
- The provision of an early childhood development programme for 5 -6-year-olds.

7. Safe from Harm

The organization ensures that policies and procedures are in place to ensure a safe environment for children, young people and adults.

ARTICLE II

TITLE, ORGANS, NATIONAL OFFICE AND JURISDICTION

1. Name

The name of the organisation shall be SCOUTS South Africa (SSA) (formerly the South African Scout Association).

2. Organs

The organs of SSA are:

- a. Social Partnership Groups (the Groups)
- b. The Scout Management Committee (the Manco)
- c. The Governing Board (the Board)
- d. The National Volunteer Teams (National Teams)
- e. The Regional Teams
- f. The Scout Alumni Network (the Alumni)

3. National Office and Jurisdiction

- a. The operational management and control of SSA is vested in a body known as the Manco.
- b. The National Office of SSA will be at the place determined by the Manco.
- c. The jurisdiction of SSA is the Republic of South Africa.

ARTICLE III MEMBERSHIP AND SOCIAL PARTNERSHIP

1. Membership

- a. Membership of SSA is voluntary.
- b. Membership of SSA is open to all boys and girls and adults irrespective of origin, race, creed, sexual orientation or gender identity who accept and adhere to the Constitution, Principles, Aims, Policies and Organisational Rules, as amended from time to time, and who make the Scout or Cub Promise as the case may be. The process for application of membership shall be defined in the Organisational Rules and Policies as amended from time to time.
- c. Membership can be via any of the roles as defined in the Organisational Rules.
- d. The Manco may, at its discretion, refuse membership to an individual member where, in the unanimous opinion of the Manco, it is in SSA's best interest to do so. Where membership has been refused, the applicant may appeal against the decision to the Board, in the manner specified in the Organisational Rules.

2. Eligibility

- a. Any group of youth and adults is eligible for recognition with SSA as a Group provided they comply with the following criteria, namely the willingness of all members to:
 - i. Take and abide by the Scout Promise and Law.
 - ii. Deliver the youth programmes of SSA to the best of their ability.
 - iii. Undertake the necessary training to provide their youth members with the youth programme.
 - iv. Comply with the Constitution, Organisational Rules and Policies.
 - v. Enter into, and comply with, a Social Partnership Agreement with SSA.
- b. The Chief Scout may:
 - i. Grant recognition to a group, which will henceforth be known as a "Group".
 - ii. Refuse or withdraw recognition of a group if it fails to comply with criteria spelt out in this Article.

- c. A Group in good standing means that the Group has met all the requirements of the Social Partnership Agreement.

3. Rights

- a. A Group in good standing under the terms of its Social Partnership Agreement is entitled to:
 - i. One vote in respect of any vote on a proposed constitutional change.
 - ii. To vote in the election of two Group representatives to the Board.
 - iii. Access, at relevant costs, to any programme, marketing or training material provided by SSA.
 - iv. Utilise the branding, heraldry and uniform of SSA subject to the Organisational Rules, Policies and applicable regulations regarding that usage.
 - v. Appeal to the Chief Scout in the event of suspension or withdrawal of recognition of a Group.
 - vi. Apply for access to and usage of the properties of SSA.
 - vii. Apply to participate in all regional, national and international events (via the appropriate channel).

4. Role

- a. The Group, which is formed of one or more units of scouting, is the fundamental implementation organ of scouting. A unit is a Cub Pack, Scout Troop and/ or Rover Crew.
- b. The Group is formed for the purposes of providing quality scouting to the youth of South Africa according to the method and programmes of SSA for the furtherance of the aim of SSA.
- c. Groups will be registered by SSA on the recommendation of the Manco.

5. Regions

- a. For the purpose of the operation of scouting, Groups will be clustered on the basis of regions.
- b. The boundaries of regions will be determined by the Manco from time to time as required to best further the aims of SSA.

ARTICLE IV PRINCIPLES

1. Religion

- a. SSA recognises freedom of religion and expects every member to adhere to their own spiritual principles, to be loyal to the religion that expresses them and to accept the resulting duties.
- b. Every member of SSA must show tolerance and respect for the religious convictions of others.

2. Politics

- a. SSA is not connected with any political body.

- b. Every member has individual freedom of thought and action in political matters, if the aims of any political party to which he or she may give allegiance do not conflict with those expressed in this Constitution.
- c. No member of SSA may influence or involve SSA in any policy or practice of a party political nature nor take part as a Scout or in Scout uniform in any meeting, gathering or other occasion associated with any particular political party.

3. Military

SSA is not a military organisation.

4. Finance

- a. The spirit of SSA is that Scouts, and Cubs and Rovers should earn and not solicit money.
- b. All fundraising activities should comply with the fundraising policy in effect at the time of the fundraising. This policy will be established and modified by the Manco from time to time.

5. External Relations

- a. SSA is independent and subject only to its Constitution. It shall not be subject to control by any part of Government.
- b. SSA will promote friendly relations with other organisations having similar aims.
- c. SSA must, to the best of its ability, carry out its obligations to the World Organisation of the Scout Movement (WOSM) and promote friendship with other officially recognised Scout Associations or formations.

ARTICLE V GOVERNING BOARD

1. Role

The Board is an oversight, strategic organ tasked with ensuring:

- a. Compliance with the Policies, Organisational Rules and Constitution.
- b. That SSA is acting in line with its Aims and Principles and satisfies the criteria for membership of WOSM.
- c. The appointment and retirement of the Chief Scout.
- d. The appointment and retirement of the Deputy Chief Scout, if the Board elects to create this position.
- e. The satisfactory performance of the Chief Scout and if applicable, Deputy Chief Scout.
- f. Compliance with the Constitution by all organs.
- g. The approval and implementation of a strategy for growth and promotion of SSA as produced by the Manco.
- h. Convivial relationships with other organisations with similar aims.
- i. The appointment and retirement of the trustees of the Scout Foundation.
- j. The proper functioning of the Scout Foundation including the performance of its investments.

- k. To liaise and promote good relationships with the Scout Foundation and receive its annual plans and strategies.
- l. To approve the acquisition or disposal of investments and task the Manco with responsibility for managing the investments in the best interest of SSA.
- m. Approval of an annual budget for SSA.
- n. The appointment of the auditors of SSA.
- o. Approval of extra budgetary expenses exceeding the amount detailed in the Organisational Rules, as amended from time to time.
- p. The appointment of the Ambassadors of SSA as part of the National Teams.
- q. The appointment of the Chief Executive Officer will be ratified by the Board on the recommendation of the Chief Scout.
- r. Appropriate delegation of authority within SSA as documented in the Delegation of Authority document, as approved and amended from time to time by the Board.

2. Composition

2.1. The Board is composed of:

a. Elected voting members:

Six elected members must be elected as follows:

- i. Two members elected by the Manco, who may not be current Members of SSA.
- ii. Three members elected by the Groups who may be, but are not required to be, current members.
- iii. One member elected by Regional Teams, who may be, but are not required to be current members.

The processes for nominations, voting and election are set out in the organisation Rules.

b. Ex-officio voting member

- i. Incumbent Chief Scout
- ii. Incumbent Deputy Chief Scout, if there is one.

c. Ex-officio non-voting member:

- i. Chief Executive Officer who will serve as secretary of the Board.

2.2. For the purposes of the Constitution a current member shall be defined as an individual that holds a warrant or appointment within SSA.

3. Eligibility for Election

- a. Elected Board members must act in accordance with the Scout Promise and Law.
- b. All Board members are subject to the SSA Members Code of Conduct.
- c. A person may not be appointed as or remain as a member of the Board, as the case may be, if that person-
 - i. Is an unrehabilitated insolvent or becomes insolvent and the insolvency results in the confiscation of that person's estate;

- ii. Has been declared by a competent court to be mentally ill;
- iii. Has been convicted by a court in the republic, or elsewhere, of theft, fraud, forgery, perjury, or any other offence involving dishonesty;
- iv. Has been convicted of any other offence, whether in the Republic or elsewhere, committed after the Constitution of the Republic of South Africa, 1993, took effect, and sentenced to imprisonment without the option of a fine;
- v. Has been, or is, removed from an office of trust on account of misconduct in respect of fraud or the misappropriation of money;
- vi. Has or acquires an interest in a business or enterprise which may conflict or interfere with the proper performance of his or her functions as a member of the board.

4. Ethical Practices

- a. All members of the Board must act independently and objectively as members of the Board. In doing so, members must act in the best interests of SSA.
- b. Board members are required to declare any interests that could constitute a real, potential, perceived or apparent conflict of interest with respect to their participation in the Board. The declaration must be made on appointment to the Board and in relation to specific agenda items at the outset of each Board meeting and must be updated as necessary.

5. Chairperson

- a. The chairperson and vice chairperson must be elected from the serving Board members by the Board members.
- b. The incumbent Chief Scout or Deputy Chief Scout, if there is one, may not be the chairperson of the Board.
- c. The chairperson and vice chairperson will be nominated and serve for a period of two years.

6. Term of service for elected members

Each elected member of the Board is elected for a maximum of three years with an optional two year extension. At the end of this period of service a candidate must serve a cooling off period for at least one year before being eligible for re-election.

7. Election and Extension of Members

The election of Board members will be carried out as laid out in the Organisational Rules.

8. Vacancies

Vacancies occurring amongst the elected members of the Board must be filled for the remainder of the term that was still to be served by the resigning or deceased member by a natural person elected by the organ which nominated the resigning or deceased member.

9. Conduct of Affairs

The Chief Executive Officer will serve as secretary of the Board and be responsible for keeping minutes of meetings. Between meetings of the Board, matters will be submitted via the office of the Chief Executive Officer to members for consideration by correspondence.

10. Voting

- a. Each voting member of the Board has one vote.
- b. Resolutions are taken by a simple majority of the voting members present personally or by proxy.
- c. Members of the Board may vote by proxy given to another member of the Board with voting rights, but no member may accept more than one proxy.
- d. It is preferable that all decisions of the legally convened Board are arrived at by consensus. However in the event that consensus is not achieved in a reasonable time the matter will be decided by vote.
- e. If a vote is required on a matter, the matter will be decided by a simple majority.
- f. If there is a tie vote on any matter, the Chief Scout will be granted a reasonable opportunity to address the Board on the matter. The Board will vote again and if it is still a tie, the chairperson must exercise a casting vote.

11. Meetings

- a. A Meeting of the Board may be called by the chairperson, or any three members of the Board acting in concert.
- b. 30 days' written notice must be given of meetings of the Board.
- c. The notice for the meeting will comprise the agenda, relevant information for the agenda discussion items and supporting documentation or motions.
- d. The Board shall meet at least twice a year at a time and place decided by the Board which may determine the procedure for the conduct of its meetings.
- e. The Board may conduct a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- f. The Board may adopt a decision, that could be voted on at a Board meeting, by way of written consent of a majority of the members, given in person or by electronic communication, provided that each member has received notice of the matter to be decided. Any decision made in the manner contemplated here has the same effect as if it had been approved by voting at a Board meeting.
- g. In case of emergency, and in the absence of the chairperson's

invitation, any three members of the Board may call an extraordinary meeting on seven days' written notice, providing an explanation for calling the meeting and an agenda.

h. Minutes of meetings shall be kept.

12. Quorum

a. A quorum of the Board for a planned meeting comprises 50% of the members (rounded up to the nearest whole number) plus one of the serving members, of whom one must be the Chief Scout, except for matters that directly affect the Chief Scout.

b. If an emergency meeting of the Board is called and the Chief Scout is not available and subsequently does not make himself/herself available for a meeting within 30 days of the original scheduled meeting, the Board may meet with a quorum of 50% of the members (rounded up to the nearest whole number) plus one of the serving members in the absence of the Chief Scout.

ARTICLE VI CHIEF SCOUT

1. Position

The Chief Scout is accountable to the Board for SSA's performance of the defined functions of the position.

The Chief Scout will, on assuming the role, take the Scout Promise and if not an invested member of SSA, be invested at that time.

2. Functions and Responsibilities

a. The functions of the Chief Scout are:

- i. To foster and encourage SSA in South Africa and to seek and gain where reasonably possible the highest standard of effective scouting in SSA in all respects.
- ii. To ensure where reasonably possible the compliance of all organs in SSA with this Constitution.
- iii. To submit the annual strategic action plan and three year strategic plan developed by the Manco to the Board for approval.
- iv. To monitor and support the implementation of the approved strategic plan.
- v. To provide for the provision and creation of the infrastructure that will ensure where reasonably possible that the social partnership model creates effective scouting.

b. The Chief Scout is required, wherever reasonably possible, to:

- i. Attend all meetings of the Manco.
- ii. Attend all meetings of the Board.

3. Powers

- a. The Chief Scout has the following powers:
 - i. To accept and exercise the powers that the Board may from time to time ask the incumbent to accept and perform.
 - ii. To attend any of the meetings of any of the organs of SSA.
 - iii. To exercise such powers as he/she reasonably considers necessary to ensure compliance with the Constitution and promote the welfare and progress of SSA, and to ensure the maintenance of its Constitution, Organisational Rules and Policies.

4. Appointment

The Board is responsible for ensuring that the position of Chief Scout is not vacant at any time.

The appointment and retirement of the Chief Scout is the right of the Board, and will follow the procedure documented in the Organisational Rules.

5. Term of service for Chief Scout

The Chief Scout is appointed for an initial term of three years and may, at the end of that term, be re-appointed once for a period of a further two years by a two thirds majority of the Board.

ARTICLE VII SCOUT MANAGEMENT COMMITTEE

1. Role

- a. The Manco is the operational, decision-making organ of SSA. Its members must consider the interests of SSA as a whole and must neither consider themselves, nor be considered, as representing any particular Group or region.
- b. The role of the Manco is as follows:
 - i. To ensure that the welfare of SSA is paramount in all operational decision making.
 - ii. To approve, oversee and support all Groups' activities.
 - iii. To prepare and implement an annual strategic action plan and develop and maintain a rolling three year strategic plan for SSA.
 - iv. To ensure adequate resourcing and support is provided to the Groups by National and Regional Teams.
 - v. To appoint and manage sub-committees and working groups as required to realise the Aim and Principles of SSA.
 - vi. To secure compliance with the Constitution by all organs and to implement all Organisational Rules and Policies.

2. Composition

- a. The Manco is composed of the following voting members:
 - i. The Chief Scout
 - ii. The Deputy Chief Scout
 - iii. The Chief Commissioner
 - iv. The Chief Executive Officer
 - v. Chair: National Scout Programme
 - vi. Chair: National Cub Programme
 - vii. Chair: National Meerkat Programme
 - viii. Young Leaders' Representative
 - ix. Chair: National Adult Support
 - x. Chair: National Adult Leader Training and support
 - xi. Chair: National Rover Programme
 - xii. Chair: National Finance Committee
 - xiii. Chair: National Property Committee
 - xiv. Chair: National Marketing Committee
 - xv. The Chair of any other working group established by the Manco and allocated to the Chief Commissioner's or Chief Executive Officer's control by that body or the Chief Scout.
- b. The Chief Scout is Chair of the Manco.
- c. The Chief Commissioner will lead and be responsible for the operational team comprising:
 - i. Chair: National Scout Programme
 - ii. Chair: National Cub Programme
 - iii. Chair: National Meerkat Programme
 - iv. Young Leaders' Representative
 - v. Chair: National Adult Support
 - vi. Chair: National Adult Leader Training and support
 - vii. Chair: National Rover Programme
- d. The Chief Executive Officer will lead and be responsible for the administrative team
 - i. Chair: National Finance Committee
 - ii. Chair: National Property Committee
 - iii. Chair: National Marketing Committee
- e. Office bearers, including members of the sub-committees, will be appointed or elected in the manner prescribed in the Organisational Rules.

3. Eligibility and Selection

- a. Any member of SCOUTS South Africa is eligible to serve on the Manco.
- b. The Chief Commissioner, Chief Executive Officer and other members of the Manco are appointed/ according to the protocol laid out in the Organisational Rules.

c. Ethical behaviour

- i. All members of the Manco must act independently and objectively as members of the Manco. In doing so, members must act in the best interests of SSA.
- ii. The Manco members are required to declare any interests that could constitute a real, potential, perceived or apparent conflict of interest with respect to their participation in the Manco. The declaration must be made on appointment to the Manco and in relation to specific agenda items at the outset of each Manco meeting and can be updated as necessary. A member of the Manco with a conflicting interest may be asked not to participate in any discussion or decision of the matter in question.

4. Term of service for appointed members

- a. Each member appointed to the Manco is appointed for five years. They can be re-appointed by the Chief Scout for two years at the recommendation of the Chief Commissioner or Chief Executive Officer.
- b. No member may serve in the Manco for more than 7 years in the same capacity.
- c. However, after the seven year period a member may be elected to serve on the Manco in another capacity on the same conditions set out above.

5. Notice of Meetings

30 days' written notice must be given of meetings of the Manco.

6. Conduct of Affairs

The Chief Executive Officer serves as secretary of the Manco. Between meetings of the Manco, matters will be submitted by the Chief Executive Officer to members for consideration by electronic correspondence.

7. Voting by Proxy

Members of the Manco may vote by proxy given to another member of the Manco with voting rights, but no member may accept more than one proxy.

8. Functions

- a. The general functions of the Manco are:
 - i. To promote SSA by means of visits, correspondence, training courses and other appropriate actions.
 - ii. To prepare the agenda and decide the procedure of the meetings of the National Partnership Conference, giving consideration to suggestions from the Groups.
 - iii. To consider the plans and strategies for SSA and make appropriate proposals to the National Partnership Conference.
 - iv. To give consideration to and provide feedback to the organs of SSA on the recommendations arising out of the National Partnership Conference.

- v. To advise and assist Groups in carrying out the purpose, principles and method of scouting.
 - vi. To coordinate links with all organs of SSA.
 - vii. To develop an acceptable three year strategic plan for the Board's approval.
 - viii. To exercise other functions arising out of this Constitution.
 - ix. To establish, on a permanent or ad-hoc basis, such sub-committees as it deems necessary for the performance of its functions. All members of these sub-committees must have personal character traits of honesty and integrity and must be fit and proper to perform their duties.
 - x. To ensure compliance with the Constitution by all organs.
 - xi. To develop, review and amend the Rules and Policies and ensure alignment with the Constitution.
 - xii. To recommend to the Chief Scout (or his/her designate) Groups applying for membership, and to provisionally suspend or cancel the membership of a Group, on the advice of a Regional Commissioner.
 - xiii. In their discretion to delegate powers to members of the Regional Teams.
- b. The administrative functions of the Manco are:
- i. To approve the purchase/lease and disposal of real estate for use or occupation by SSA and ensure that title in property purchased is registered in the name of SSA according to legal requirements and relevant Policies.
 - ii. The execution and evaluation of the programmes/activities of the National Office.
 - iii. To ensure that risks facing SSA of whatever nature are assessed and appropriate risk management measures put in place.
 - iv. To manage all the financial aspects of programmes/ activities of the National Office.
 - v. To accredit members of SSA to attend international events.
 - vi. To oversee compliance with all applicable laws and in particular sections 30 and 18A of the Income Tax Act, as amended from time to time.
- c. The operational functions of the Manco are:
- i. To decide upon granting of awards for services to SSA.
 - ii. To supervise and coordinate the organisation of national and regional Scout events.
 - iii. To ensure adequate resourcing and support is provided by National and Regional Teams as defined in the Organisational Rules.
 - iv. To develop programme material for the youth programmes and the necessary adult support material to implement the youth programme.

9. Voting

- a. Each member of the Manco has one vote.
- b. Resolutions are taken by a simple majority of the voting members present and voting. In the event of a tie, the proposer can address the meeting. There will be a revote and if still a tie, the Chief Scout will have the casting vote.

10. Meetings and Committees

- a. The Manco must meet at least twice a year at such time and place as the Manco may decide.
- b. The majority of the members of the Manco constitutes a quorum.
- c. In case of emergency, and in the absence of the chairperson's invitation, three members of the Manco may call an extraordinary meeting providing an explanation for calling the meeting and an agenda.
- d. The Chief Scout is entitled to permit observers, including Scouts, to attend, but not to vote, at any meeting of the Manco. They may speak at the discretion of the chairperson.
- e. The remaining members may act notwithstanding any vacancy in their body.
- f. The Manco may conduct a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication, so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- g. The Manco may adopt a decision, that could be voted on at a meeting, by way of written consent of a majority of the members, given in person or by electronic communication, provided that each member has received notice of the matter to be decided. Any decision made in the manner contemplated here has the same effect as if it had been approved by voting at a Manco meeting.
- h. Minutes shall be kept of all meetings and the Manco may determine procedures to be followed for its meetings.

ARTICLE VIII NATIONAL PARTNERSHIP CONFERENCE

1. Composition

- a. The National Partnership Conference is a dialogue between all organs of SSA.
- b. Any Group in good standing is entitled to be represented at any meeting of the National Partnership Conference by no more than two delegates.

2. Functions

- a. The functions of the National Partnership Conference are:
 - i. To consider the policy and standards of SSA throughout the

- Republic of South Africa and to take any action that furthers the purposes of SSA.
- ii. To consider reports and recommendations presented by the Manco.
- iii. To consider and vote upon recommendations brought forward by the Groups to the Manco for consideration.

3. Meetings

- a. There must be one meeting every three years of the National Partnership Conference at such time and place as the Manco may decide. At least six months' notice must be given for the three-yearly meeting.
- b. An extraordinary meeting may be called on the decision of the Manco or at the request of not less than one third of the Groups in good standing. At least 30 days' notice must be given for such meeting.
- c. Minutes of the meetings shall be kept.

ARTICLE IX PUBLIC BENEFIT ORGANISATION PROVISIONS

- 1. For so long as SSA is a voluntary association:
 - a. SSA will comply with such conditions as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of the organisation are directed in the furtherance of its aim;
 - b. SSA will submit to the Commissioner for the South African Revenue Service (Revenue Commissioner) a copy of this Constitution and in terms of this clause b it is:
 - i. required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of SSA and no single person directly or indirectly controls the decision making powers relating to SSA;
 - ii. prohibited from directly or indirectly 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 aim for which it has been established;
 - iii. 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 the donation, including any misrepresentation with regard to the tax deductibility of the donation in terms of section 18A of the Income Tax Act and no donor may impose conditions which could enable that donor or any connected person in relation to that donor to derive some direct or indirect benefit from the application of that donation; and
 - iv. required to submit to the Revenue Commissioner a copy of any amendment to this Constitution;
 - c. SSA is not, has not been and will not be knowingly a party to, or 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 Income Tax Act or any other Act administered by the Revenue Commissioner;
- d. SSA has not and will not pay any remuneration, as defined in the Fourth Schedule, 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 and has not and will not economically benefit any person in a manner which is not consistent with its aim;
 - e. SSA will comply with such reporting requirements as may be determined by the Revenue Commissioner;
 - f. SSA has not and will not use its resources directly or indirectly to support, advance or oppose any political party; and
 - g. upon its winding up, deregistration or dissolution:
 - i. no past or present member of the Manco or the Board, or person appointing a member of the Manco or the Board, is entitled to any part of the net value of SSA after its obligations and liabilities have been satisfied; and
 - ii. the assets of SSA remaining after the satisfaction of all its liabilities shall be transferred to:
 - a. any public benefit organisation approved in terms of section 30(3)(b)(iii) of the Income Tax Act;
 - b. any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Income Tax Act, which has as its sole or principal aim the carrying on of any public benefit activity; or
 - c. the government of South Africa in the national, provincial or local sphere, contemplated in section 10(1)(a) of the Income Tax Act,
 - iii. which is required to use those assets solely for purposes of carrying on one or more public benefit activities.
2. To the extent that the provisions of any of SSA's Constitution conflict with the provisions of this clause, the provisions of this clause shall prevail over such conflicting clause.

ARTICLE X ACCOUNTS AND AUDIT

- a. The National Office must ensure that proper books of account of all donations, money received and expended and of all assets and liabilities are kept.
- b. The books of account must be kept at the National Office or any other place that the Manco may direct and must be open for inspection by any member of the Manco or the Board on request.
- c. The Manco must have a banking account or accounts which are operated jointly by any two of those persons designated by the Manco from time to time.

- d. The Chair: National Finance Committee must at each meeting of the Manco submit the year to date financial situation of SSA.
- e. The financial year ends on 30 September following which the Chair: National Finance Committee will submit appropriately consolidated financial statements to the Manco within six months of the financial year end.
- f. SSA's financial statements must be reviewed by a recognised audit firm with the legally required certification who must make a written report to the Board on the financial statements and such report must be attached to the financial statements.
- g. SSA is obliged to submit annual financial statements and returns to the Commissioner of the South African Revenue Service.
- h. For as long as SSA has section 18A approval, proper receipts must be issued for all tax deductible donations received.
- i. Financial statements (consisting of income statements, balance sheets and any other document necessary to support the information in the financial statements) must be prepared and retained for a period of five years.

ARTICLE XI INTERPRETATION AND AMENDMENTS

- a. The Board's interpretation of the provisions of this Constitution is final.
- b. This Constitution may be amended by the Board, subject to:
 - (i) Two-thirds of a quorum of the Groups in good standing at the time of the issuing of the motion, voting in support of the motion (except for amendments to Article I or Article II, where three-quarters of a quorum must vote in support of the motion). For the purpose of this vote a quorum will be 50% of the Groups in good standing at the date of the notice of the motion being dispatched. The voting for the motion will be done by electronic or postal vote.
 - (ii) In the event that a quorum (as defined in (i) above) is not achieved by the closing date stated in the motion, which will not be sooner than 60 days after the date of dispatch of the motion, the motion will be referred to the regional commissioners and district commissioners for a vote. The motion shall be deemed to be passed if two-thirds of all regional commissioners and district commissioners, after due consultation with the Groups in their district, vote in support of the motion (except for amendments to Article I or Article II, where three-quarters of those Commissioners must vote in support of the motion). The voting for the motion will be done by electronic or postal vote.
- c. No amendment to this Constitution will become effective until it has been notified to and approved by the World Scout Committee.
- d. Once amendments to this Constitution become effect, the amended Constitution must be lodged with the Commissioner as required by Article IX (1)(b)(iv).

ARTICLE XII LEGAL STATUS OF SSA

- a. SSA is an organisation not for gain and does not confer the right on any person to participate in any profits or gains of SSA. It is recognised as being a charitable and educational institution of a public character.
- b. SSA exists in its own right and continues to exist despite changes in its membership, committees or office bearers. It may acquire and dispose of assets, property and rights of whatever nature and may sue or be sued in its own name.
- c. All rights, authorities and assets which prior to this Constitution were registered in the name of the Boy Scouts of South Africa or South African Scout Association in the names of trustees for the Boy Scouts of South Africa or South African Scout Association or any Province, Region or Scout Group, or in the name of the Chief Scout or any Divisional, Area, Provincial or District Commissioner or otherwise remain as from the commencement of the Constitution so registered; but any such entity which ceases to operate for whatever reason, the rights, authorities and assets of that entity will vest in SSA as represented by its Manco and may be dealt with by resolution of the Manco. The Manco has authority to delegate this power. All rights, authorities and assets which are acquired subsequent to this Constitution may be dealt with in the manner provided in the Organisational Rules and Policies as amended from time to time.

ARTICLE XIII DISSOLUTION

SSA has continuous succession and continues to exist until nine-tenths of the number of members at an annual meeting or special meeting of a joint Board and Manco either personally or by proxy decide to dissolve SSA, provided that the dissolution appears on the agenda which accompanied notification of the annual meeting or special meeting. Should there, in the event of the dissolution of SSA and after payment of all its debts and liabilities, remain any assets whatsoever these assets must not be paid to or distributed among the members of SSA but must be transferred in accordance to Article IX 1g. The beneficiary is to be determined by the members of the Manco of SSA at or before the time of dissolution.

AMENDED CONSTITUTION ADOPTED BY A RESOLUTION OF THE SSA BOARD ON 18 April 2023.

Chairman Scout Board

