



**COMMUNITY  
SOCIAL CLUB**  
SOUTH AFRICA

# MEMORANDUM OF INCORPORATION

## COMMUNITY SOCIAL CLUB (CSC)

Registration Number: 2022/638629/08

Non-Profit Company | Republic of South Africa

<b>Adopted on</b>	5 May 2026
<b>Effective date</b>	5 May 2026

Prepared as the formal governing document of the Company for printing, filing, and institutional use.

07 Msholozhi Village, White River, 1240, Mpumalanga

## MEMORANDUM OF INCORPORATION

OF COMMUNITY SOCIAL CLUB (CSC) | Registration Number: 2022/638629/08

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### 1. INTERPRETATION AND DEFINITIONS

In this Memorandum of Incorporation, unless the context indicates otherwise:

- "Act" means the Companies Act, 2008 (Act No. 71 of 2008), as amended.
- "Board" means the board of directors of the Company.
- "Company" means COMMUNITY SOCIAL CLUB (CSC), a non-profit company incorporated in the Republic of South Africa on 2 August 2022 under registration number 2022/638629/08.
- "Director" means a director of the Company.
- "Income Tax Act" means the Income Tax Act, 1962 (Act No. 58 of 1962), as amended.
- "MOI" means this Memorandum of Incorporation.
- "NPO Act" means the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997).
- "PBO" means a Public Benefit Organisation approved under section 30 of the Income Tax Act.
- "SARS" means the South African Revenue Service.

### 2. NATURE OF COMPANY

**2.1** The Company is a non-profit company as defined in section 1 of the Act.

**2.2** The Company is incorporated for public benefit purposes and shall not carry on any business, trade, or undertaking for profit.

**2.3** All income and property of the Company shall be used solely to advance its objects as set out in clause 3.

### 3. PRINCIPAL OBJECTS (PUBLIC BENEFIT ACTIVITIES)

The Company's sole and principal object is to carry out the following Public Benefit Activities as defined in the Ninth Schedule to the Income Tax Act, in the interest of and for the benefit of the general public.

#### 3.1 Youth Development and Social Cohesion

- To provide a safe, weekly intergenerational forum (meeting once every month) where young boys, young men, and older men share hardships, experiences, and wisdom.
- To offer mentorship, accountability, and honest conversation aimed at building high-quality leadership principles.

#### 3.2 Reduction of Gender-Based Violence (GBV), Crime, and Substance Abuse

- To implement community-based programmes that directly target the root causes of GBV, crime, fraud, alcohol, and drug abuse by focusing on the healing and re-education of young men.
- To raise awareness and promote positive masculinity, respect for women and children, and active citizenship.

#### 3.3 Skills Development and Economic Empowerment

- To equip young women and men with vocational skills, accredited occupational training (including but not limited to construction trades), and entrepreneurship support.
- To facilitate access to employment, self-employment, and participation in the mainstream economy.

### 3.4 Community Building and Poverty Relief

- To relieve poverty through the creation of job opportunities using the non-profit model, enabling more young people to be hired from the same budget.
- To promote social welfare, community infrastructure, and sustainable development in Mpumalanga and other areas of South Africa.

## 4. NON-DISTRIBUTION OF PROFITS OR ASSETS

4.1 The Company's income and property shall be applied solely towards the promotion of its principal objects as set out in clause 3.

4.2 No portion of the income or property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any of its directors, office-bearers, members (if any), founders, or any private person.

4.3 Clause 4.2 does not prevent the Company from paying reasonable and justifiable remuneration to any person or entity for goods or services actually rendered to the Company, provided such payment is:

- commensurate with the fair market value of the goods or services;
- approved by the Board; and
- not inconsistent with the non-profit status of the Company.

## 5. DIRECTORS

### 5.1 Number and composition

The Board shall consist of at least three (3) directors. The current directors are:

Name	Role	Voting
Mbuso Price Masuku	Executive Director	Yes
Sapho Clerence Zulu	Executive Director	Yes
Maria Ntombinjani Timana	Non-Executive Director	Yes

The Company may appoint additional executive or non-executive directors as the Board determines.

### 5.2 Founder (non-director)

Isaiah Sifiso Shiba is recognised as a Founder of the Company. He is not a director and has no voting rights at Board level, but he may be invited to attend meetings in an advisory capacity.

### 5.3 Appointment and removal of directors

- Directors are appointed by a resolution of the Board.
- A director may resign by written notice to the Board.
- A director may be removed by a resolution of the Board if the director:
  - becomes disqualified in terms of section 69 of the Act;
  - is absent from three consecutive Board meetings without leave;
  - becomes a government employee (to avoid conflict of interest); or
  - acts in a manner that materially harms the Company.

### 5.4 Term of office

Directors serve for a fixed term of three (3) years, after which they may be re-elected by the Board. There is no limit on the number of terms.

### 5.5 Conflict of interest

Any director with a direct or indirect personal interest in a matter to be considered by the Board must:

- disclose that interest immediately;

- recuse themselves from the meeting during discussion and voting on that matter; and
- not be counted in the quorum for that item.

## **6. MEETINGS OF THE BOARD**

### **6.1 Frequency**

The Board must meet at least four times per year. One of those meetings shall be the Annual General Meeting (AGM).

### **6.2 Quorum**

A quorum for a Board meeting is two directors or 50% of the directors, whichever is greater. At least one executive director must be present for quorum.

### **6.3 Chairperson**

The Board shall elect a Chairperson from among the directors at the first meeting after each AGM. The Chairperson holds office for one year and may be re-elected.

### **6.4 Decision-making**

All decisions shall be made by a simple majority of votes cast. Each director has one vote. In the event of a tie, the Chairperson does not have a casting vote - the motion fails.

### **6.5 Minutes**

Written minutes of each meeting must be kept and signed by the Chairperson within 30 days of the meeting. Minutes shall be available for inspection by any director.

## **7. GENERAL MEETINGS (IF MEMBERS ARE ADMITTED)**

7.1 The Company does not currently have voting members. If the Board decides to admit voting members in future, this clause shall be amended to provide for:

- the rights and obligations of members;
- annual general meetings of members; and
- voting procedures for members.

7.2 Until such amendment, all powers of members are vested in the Board.

## **8. FINANCIAL MANAGEMENT**

### **8.1 Financial year**

The financial year of the Company ends on the last day of June of each year.

### **8.2 Bank accounts**

The Board shall open and maintain one or more bank accounts in the name of the Company. Any withdrawal or payment from such accounts requires the signature of at least two authorised directors.

### **8.3 Financial records**

The Company shall keep complete, accurate, and transparent accounting records in accordance with generally recognised accounting practice (GRAP or IFRS for SMEs).

### **8.4 Annual financial statements**

Within six months after the end of each financial year, the Board must prepare annual financial statements (AFS) and, if required by the Act or its NPO registration, have them audited, independently reviewed, or compiled.

## **8.5 Annual returns**

The Company shall file all required annual returns with:

- CIPC (NPC annual return);
- Department of Social Development (NPO annual report); and
- SARS (tax returns, including PBO annual return once approved).

## **9. PUBLIC BENEFIT ORGANISATION (PBO) COMPLIANCE**

**9.1** The Company intends to apply for and maintain its status as a PBO under section 30 of the Income Tax Act.

**9.2** The Company shall:

- operate exclusively for the benefit of the general public;
- not conduct any activity that jeopardises its PBO status;
- keep proper records of all donations received and expenditure incurred;
- issue tax-deductible receipts (section 18A) if approved to do so.

## **10. DISSOLUTION AND ASSET DISTRIBUTION**

**10.1** The Company may be dissolved by a special resolution of the Board passed with a 75% majority of all directors.

**10.2** Upon dissolution (winding-up) or deregistration, any assets remaining after payment of all liabilities shall not be distributed to any director, founder, or private person.

**10.3** Instead, such surplus assets shall be transferred to:

- another Non-Profit Organisation (NPO) registered under the NPO Act with similar objectives; or
- a Public Benefit Organisation (PBO) approved under the Income Tax Act with similar objectives.

**10.4** The recipient organisation shall be determined by a resolution of the Board passed before the final winding-up. If no resolution is passed, the surplus assets shall vest in the Department of Social Development to be held for similar public benefit purposes.

## **11. AMENDMENT OF THIS MEMORANDUM OF INCORPORATION**

**11.1** This MOI may be amended only by a special resolution of the Board passed with a 75% majority of all directors.

**11.2** Any amendment that changes the non-profit nature, distribution clause (clause 4), or dissolution clause (clause 10) must comply with section 17(3) of the Act and the NPO Act.

**11.3** The amended MOI shall be filed with CIPC within 30 days of the resolution.

## **12. INDEMNITY AND INSURANCE**

**12.1** The Company shall indemnify each director and officer against any liability arising from their good-faith performance of their duties, except where the liability arises from gross negligence, wilful misconduct, or breach of the Act.

**12.2** The Company may purchase and maintain directors' and officers' liability insurance.

## **13. DOMICILIUM AND NOTICES**

**13.1** The Company's registered address is: 07 Msholozhi Village, White River, 1240, Mpumalanga.

**13.2** The Company's postal address is: 07 Msholozhi Village, White River, 1240, Mpumalanga.

**13.3** SARS tax reference number: 9740622189.

**13.4** Any notice to the Company shall be addressed to the Board at the registered address or to such email address as the Board may designate.

## **14. APPLICATION OF THE COMPANIES ACT**

Any matter not specifically addressed in this MOI shall be governed by the Companies Act, 2008, including the provisions of Schedule 1 (non-profit companies) in particular.

## **ADOPTION AND SIGNATURE**

We, the undersigned directors, hereby adopt this Memorandum of Incorporation as the founding document of COMMUNITY SOCIAL CLUB (CSC), and we confirm that:

- we have the authority to adopt this MOI;
- the MOI complies with the Companies Act, the NPO Act, and the requirements for PBO status;
- the registered address, financial year end (June), and tax number are correctly stated; and
- we will ensure that the Company operates strictly in accordance with this MOI.