THE CONSTITUTION OF WIKI IN AFRICA

Ratified on the 21st October 2025

1. Name

1.1 The Organisation hereby constituted will be called **Wiki In Africa** (hereinafter referred to as “**the Organisation**”).

1.2 **Body corporate**

The Organisation shall:

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

2. Specific Purpose

2.1 The Organisation’s Mission is to:

Activate and enable communities to ensure that open knowledge platforms reflect and represent the diverse cultures, peoples, biodiversities, and histories of the African continent and other previously marginalised and disenfranchised communities with the same depth and breadth as other knowledge systems.

2.2 The Organisation’s Goals are to:

2.2.1 To provide multiple ways and to reduce the barriers for individuals and groups to contribute their knowledge to the open movement, thereby reducing knowledge gaps and redressing biases.

2.2.1.1 To inform, make visible, and advocate to close knowledge gaps and redress biases; and

2.2.1.2 To provide fun, engaging, and multiple ways and formats for individuals to contribute.

2.2.2 To build the capacity of a network of leaders across Africa and developing communities who are committed to boosting the open movement, thereby reducing knowledge gaps and redressing biases.

2.2.2.1 To identify and train leaders to activate open movement projects (individual); and

2.2.2.2 To grow networks of communities that boost the open movement, reduce knowledge gaps, and facilitate cross-pollination between these communities.

2.3 The Organisation's Main Objectives are to:

2.3.1 Expand access to and develop educational, cultural, and arts content that relates to marginalised communities across the African continent, and beyond, in collaboration with the Open Knowledge movement and Wikimedia movement;

2.3.2 Organise and facilitate activities that inspire, empower, and support the transfer of digital skills to the youth and adults of marginalised communities across Africa, including, but not limited to:

2.3.2.1 Outreach programmes;

2.3.2.2 Workshops;

2.3.2.3 Symposiums;

2.3.2.4 Group sessions; and

2.3.2.5 Competitions.

2.3.3 Organise and facilitate activities that, through the activities of the participants, make visible and preserve the knowledge, culture, heritage, and arts of marginalised communities across Africa, and beyond.

2.3.4 Organise and facilitate activities that are conducted in collaboration with like-minded organisations to enable the youth and adults in these communities to contribute visual, textual and other media relating to their history, knowledge and culture to the open knowledge and Wikimedia movements.

3. Legal Status

The Organisation is a voluntary association with its own legal identity, which is separate from its office-bearers and Members. The Organisation will continue to exist even if the Members change.

4. Taxation Of Association

The Organisation may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation in terms of section 30 of the Income Tax Act, No. 58 of 1962 ("Income Tax Act"). Upon approval, the provisions set out in Schedule A to this Constitution ("Schedule A") shall bind the Organisation.

5. Limits of the Organisation

Notwithstanding anything to the contrary herein contained –

5.1. The Organisation is formed for Non-Profit purposes. It is not formed and does not exist primarily for carrying on any business that has as its object the acquisition of gain by the Organisation, its Partners or its Members;

5.2 Notwithstanding clause 5.1 above, the Organisation is permitted to carry on ancillary profit-making activities to generate income, provided that the income and assets of the Organisation shall be applied solely for investment and for the promotion of the objects for which it is established.

5.3 No part of the income or assets of the Organisation shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person save in respect of:

5.3.1 Salaries, wages and bonuses payable to *bona fide* employees and contractors of the Organisation;

5.3.2 Reasonable remuneration for professional or business services rendered to or on behalf of the Organisation with the prior approval of the Management Committee;

5.3.3 Any expenses incurred by Management Committee Members in the performance of their duties; and

5.3.4 All administrative and operating expenses payable by the Organisation, to the extent required to fulfil the objects and purpose of the Organisation as contemplated in this Constitution.

6. Income and property

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

6.2 The Organisation may not give any of its money or property to its Members, Board Members, Office Bearers, or Management Committee Members. However, the Organisation may pay its Members reasonable remuneration for services rendered to the Organisation, e.g. if the Members or Board Members are contracted to the Organisation, or render professional services to it.

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

6.4 Members, Board Members, or Office Bearers of the Organisation do not have rights over things that belong to the Organisation.

7. Members and Membership

7.1 Membership application for the Organisation is open to those who support the purpose of the Organisation within two categories:

7.1.1 Individual members; and

7.1.2 Organisational Members (legal entities).

7.2 Individual or Organisational Members gain membership by applying to and being granted Membership by the Management Committee. This status may be awarded to natural or legal persons and registered organisations that are providing or have provided support to the Organisation.

7.3 Individuals and organisations become Members once their annual membership fee is received and recorded by the date of the Annual General Meeting.

7.4 Organisational Members are deemed eligible if they fall under the following categories:

7.4.1 "Significant Partners" are members who contribute financially to the projects of Wiki In Africa, and a decision at the Annual General Meeting defines the minimum threshold;

7.4.2 Aligned, affiliated or open "Non-governmental” Organisations and associations;

7.4.3 "Research and Teaching" Organisations; and

7.4.4 Other categories that may be expanded or added at the Annual General Meeting.

7.5 The rights and responsibilities of Individual and Organisational Members include:

7.5.1 the right to delegate to the Board of Directors the necessary mandate to process decisions relating to the governance of the Organisation, which could include, but is not limited to, the Constitution, policies, etc.;

7.5.2 the responsibility to pay the annual membership fee into the Organisation’s bank account upon acceptance of membership, and annually thereafter;

7.5.3 the right to participate in the Annual General Meeting;

7.5.4 the right of Individual Members to one vote at the Annual General Meeting; and

7.5.5 the right of Organisational Members to have one vote at the Annual General Meeting. On joining, they will provide the contact details of the liaison person representing the organisation at the Annual General Meeting. When the liaison person changes, they will provide the new information at least one week before the subsequent Annual General Meeting.

7.6 Membership is terminated if:

7.6.1 The Member dies, or an organisation ceases to exist.

7.6.2 The Member resigns by written notice unless, after the resignation, there would be fewer than two Members.

7.6.3 Any sum due from the Member to the Organisation that is not paid in full within six months of receiving an invoice.

7.6.4 The Member is removed from Membership by a resolution of the Management Committee that it is in the Organisation's best interests that his or her Membership is terminated.

7.7 Conflict of Interests:

7.7.1 Any actual, potential or perceived conflict of interest on the part of any Member of the Board on a matter about the Organisation, must be disclosed in writing to the Management Committee, which shall record such conflict of interest in the minutes of the Board meeting.

7.7.2 Such Member may be requested by the Management Committee to state his or her position in the matter or to respond to pertinent questions, but shall not vote or use his or her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

8. Organisational structure and management

8.1 The Executive Directors govern the operational management of the Organisation.

8.2 The Board of Directors comprises a minimum of three Office Bearers and any Members who have been elected or appointed to the Board of Directors.

8.2.1 The Board of Directors is made up of people who are elected or appointed by serving Members of the Organisation during the Annual General Assembly. They will serve for three (3) years and can stand for re-election.

8.2.2 The number of Directors on the Board will consist of no less than three (3) nor more than nine (9), comprising directors who are either elected or appointed by the Board to ensure representation and expertise.

8.2.3 The primary responsibility of the Board of Directors is to support the Management Committee in achieving the goals of the Organisation.

8.2.4 Office Bearers are Board Members elected by the Board of Directors at or after each Annual General Assembly.

8.2.4.1 Office Bearers hold specific leadership positions: Chair, Vice Chair, Secretary, and Treasurer. Other leadership positions might be added as required, upon a resolution of the Board of Directors.

8.2.4.2 Office Bearers will serve for one year, but they can stand for re-election. Depending on the services they provide to the Organisation, they can stand repeatedly for re-election as Office Bearers.

8.3 The Management Committee supports the governance of the Organisation. The Management Committee may assume the power and authority it deems necessary to achieve the Objectives outlined in point 2 of this Constitution. Its activities must abide by South African Law.

8.3.1 The primary responsibilities of the Management Committee are to accept fiduciary responsibility for the Organisation and to develop strategy, policies, raise funds, etc., to achieve organisational stability and attain the Organisation's goals.

8.3.2 The Management Committee comprises no less than three unconnected persons (in relation to one another). Members of the Management Committee include the Executive Director/s and appointed Member/s of the Office Bearers. The Office Bearer Management Committee Member is selected through self-nomination. The Board of Directors will endorse their appointment.

8.3.3 The Management Committee has the right to form sub-committees with the Board of Directors.

8.3.4 The Management Committee has the power to buy, hire or exchange for any property that is needed to achieve the objectives of the Organisation.

8.3.5 The Management Committee will meet at least once every quarter. Members will be deemed present if they are available physically or remotely via a digital platform.

9. Meetings and procedures of the Board of Directors

9.1 The Board of Directors will meet at least twice a year. At least 50 percent plus one of the Board of Directors must be present at the meeting. This constitutes a quorum. Members will be deemed present if they are available physically or remotely via a digital platform.

9.2 The Chairperson, or two Members of the Management Committee, can call a special meeting if they wish to. However, they must inform the Board of Directors of the date of the proposed meeting at least 21 calendar days before such meeting. They must also notify the Board of Directors about the issues to be discussed at the meeting.

9.3 The Chairperson shall act as the Chairperson of the Board of Directors meeting. If the Chairperson does not attend a meeting, then Members of the Management

Committee who are present may choose which one of them will chair the meeting. This must be done before the meeting starts.

9.5 When necessary, the Board of Directors will endorse decisions. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.

9.6 Minutes, made available digitally for Members to consult, will be taken at every meeting to record the Board of Directors' decisions. The minutes of each meeting will be given to Board of Directors Members at least two weeks before the next meeting. As an agenda item, the minutes of the previous meeting shall be confirmed as an accurate record of proceedings at each meeting of the Board of Directors. They shall thereafter be signed by the Chairperson.

10. Annual general meetings

10.1 The Annual General Meeting must be held once every year. A quorum of Board Members, as referred to in clause 9.1, must be present whenever such a meeting is held.

10.2 The Annual General Meeting will be announced to Members at least 21 days before the date.

10.3 The agenda of the Annual General Meeting will be published at least one week before the Annual General Meeting.

10.4 At the Annual General Meeting, the Organisation's Annual Report and Financial Report will be presented and endorsed by Members. These items will be sent to members for review before the meeting.

10.5 The Organisation should deal with the following business, amongst others, at its Annual General Meeting:

11.5.1 Agree to the agenda;

11.5.2 Attendance register and list of apologies;

11.5.3 Confirm the previous meeting's minutes with matters arising;

11.5.4 Review and endorse project activities and finances; and

11.5.5 Election of new office bearers.

10.6 Members may vote during the meeting if they are available physically or remotely via a digital platform.

11. Finance

11.1 An accounting officer (Treasurer) shall be appointed at the Annual General Meeting. The Treasurer's duty is to audit and review the Organisation's finances. The Treasurer shall arrange for all funds to be put into a bank account in the name of the Organisation. The Treasurer must also keep proper records of all the finances.

11.2 The financial year of the Organisation starts on the **1st of March** and ends on **28th/29th of February**.

11.3 The Organisation's accounting records and reports must be ready and submitted to the **Director of Nonprofit Organisations** at the Department of Social Development.

11.4 If the Organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Protection of Funds) Act, No. 28 of 2001. Alternatively, the Organisation can obtain securities listed on a licensed stock exchange, as specified in the Stock Exchanges Control Amendment Act, No. 54 of 1995. The Organisation can consult different banks to seek advice on the best way to look after its funds.

13. Changes to the constitution

13.1 The Constitution can be changed by a resolution. The resolution must be agreed upon and passed by not less than two-thirds of the Members present at the Annual General Meeting or a Special General Meeting. Members must vote at this meeting to change the Constitution.

13.2 A written notice by electronic means must go out not less than fourteen (14) days before the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution that will be discussed at the meeting.

13.3 Subject to Schedule A, any amendments to the Constitution must be submitted to the Commissioner for the South African Revenue Service.

14. Dissolution/Winding-up

14.1 The Organisation may close down if at least two-thirds of the Members present and voting at a meeting convened to consider such a matter are in favour of closing down.

14.2 When the Organisation closes down, it will be required to settle any and all of its debts. After doing this, and as required by Section 30 of the Income Tax Act, any of the Organisation's assets that remain upon dissolution or winding up must be transferred to:

14.2.1 a similar public benefit organisation approved under Section 30;

14.2.2 an institution, board, or body which is exempt from tax under the provisions of Section 10(1)(cA)(i) of the Act, which has as its principal objective any public benefit activity; or

14.2.3 a department of the State.

This revision of the Constitution of Wiki In Africa was approved and accepted by the Board Members of Wiki In Africa.

In Cape Town, South Africa, on the

21st	October	2025
(Day)	(Month)	(Year)

MEMBERS' FULL NAMES	**SIGNATURE**
CHAIR: ISLA HADDOW-FLOOD ID number: 720306 1455 18 7	____________________________
TREASURER: RACHEL ZADOK ID number: 7210050393089	Rachel Zadok ____________________________
SECRETARY: EMMA KAYE ID number: 6811140922182	Emma Kaye ____________________________

Schedule A: SPECIAL PROVISIONS RELATING TO TAX EXEMPTION

1.1 It is intended that the Organisation will be registered as a PBO in terms of Section 30 of the Income Tax Act, No. 58 of 1962 ("Income Tax Act"). Accordingly, in accordance with the provisions of Section 30(3) of the Income Tax Act, the Organisation is subject to (and shall comply with) the following specific provisions at all times, including such conditions as may be prescribed, from time to time, by way of regulation pursuant to the Income Tax Act to ensure that the activities and resources of a PBO are directed in the furtherance of their Objectives, and with such reporting and record retention requirements as may be determined by the Commissioner:

1.1.1 The Organisation must apply all of its assets and income, however derived, to advance its Objectives; and, subject to the aforesaid, the Organisation may acquire and hold securities issued by profit companies and/or may (directly or indirectly, alone or with any other person) carry on any business, trade or undertaking consistent with or ancillary to its stated Objects in compliance with the provisions of Section 10(1)(cN) and Section 30 of the Income Tax Act, where the business activity is utilised as a source of funding for the Organisation to promote its Objectives;

1.1.2 There will at all times be at least 3 (three) Members in office, who are natural persons and not connected persons in relation to each other, and who will accept the fiduciary responsibility of the Organisation, provided that no single person directly or indirectly controls the decision-making powers relating to the Organisation;

1.1.3 The Members are prohibited from directly or indirectly distributing the Organisation's assets and income to any person otherwise than in the course of undertaking any Public Benefit Activity and are required to use the Organisation's assets and income for the Objectives for which it has been established as described in clause 5 above.

1.1.4 The Members will be required, on dissolution, to transfer the net assets and income (if any) to:

1.1.4.1 A PBO similar to the Organisation, which has been approved in terms of the provisions of Section 30(3) of the Income Tax Act;

1.1.4.2 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 object the carrying on of any Public Benefit Activity;

1.1.4.3 The Government of the Republic in the national, provincial, or local sphere, contemplated in Section 10(1)(a) of the Income Tax Act; or

1.1.4.4 The National Finance Housing Corporation contemplated in Section 10(1)(t)(xvii) of the Income Tax Act,

which is required to use those assets solely for purposes of carrying on one or more public benefit activities.

1.1.5 The Members are 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: provided that a donor (other than a donor which is an approved PBO or an institution, board or body which is exempt from tax in terms of Section 10(1)(cA)(i) and which has as its sole or principal object the carrying on of any Public Benefit Activity) may not impose conditions which could enable the donor or any connected person in relation to the donor to derive some direct or indirect benefit from the application of the donation;

1.1.6 The Members are required to submit to the Commissioner a copy of any amendment to this Constitution;

1.1.7 The Members have not and will not pay any remuneration to any employee, office bearer, 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 have not and will not economically benefit any person in a manner which is not consistent with its Objectives;

1.1.8 The Members will comply with such reporting requirements as may be determined by the Commissioner;

1.1.9 Where the Organisation provides funds to any association of persons carrying on a Public Benefit Activity in South Africa, it shall take reasonable steps to ensure that the funds are used for the purpose for which it has been provided;

1.1.10 The Organisation does not and will not use its resources directly or indirectly to support, advance or oppose any political party and/or political cause;

1.1.11 The Organisation shall not be a party to, and will not knowingly permit itself to be used as 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 the Income Tax Act or any other act administered by the Commissioner;

1.1.12 The Organisation does not and will not have a person acting in a fiduciary capacity who is disqualified in terms of section 6 of the Trust Property Control Act, No. 57 of 1988, section 25A of the The Nonprofit Organisations Act No. 71 of 1997 ("the NPO Act"), or section 69 of the Companies Act, No. 71 of 2008;

1.1.13 The Organisation shall take reasonable steps to ensure that each activity carried on by the Organisation is for the benefit of, or is widely accessible to, the public at large, including any sector thereof; and

1.1.14 The Organisation shall comply with such conditions, if any, as the Minister of Finance may prescribe by way of regulation to ensure that the activities and resources of the Organisation are directed in furtherance of its Objectives.

1.2 The Organisation, as a PBO, shall submit the required returns for income tax together with the relevant supporting documents as required from time to time in terms of the Income Tax Act.

1.3 All financial transactions of the Organisation shall be conducted by means of a banking account.

1.4 Any books of account, records, or other documents relating to the Organisation must, regardless of whether such documents are kept in book form or not, be retained and carefully preserved by the Organisation for not less than 10 years after the date of the last entry in any book or document.

1.5 Within 2 (two) calendar months after drawing up the Organisation's financial year-end report, the Organisation must arrange for a written report (Annual Financial Statement) to be compiled by an Accounting Officer (which may be the accountant of the Organisation) and submitted to the Organisation stating if –

1.5.1 The financial statements of the Organisation are consistent with its accounting records;

1.5.2 The accounting policies of the Organisation are appropriate and have been appropriately applied in the preparation of the financial statements; and

1.5.3 The Organisation has complied with the provisions of the NPO Act and of this Constitution which relate to financial matters.

1.6 The Organisation shall preserve each of the Organisation's books of account, supporting vouchers, income and expenditure statements, balance sheets and Accounting Officer's reports, in an original or reproduced form, for such period as may be prescribed from time to time in terms of the NPO Act, and in any event for a period not less than that referred to in clause 10.4 or 10 years, whichever is the longer.