

CONSTITUTION

1. NAME

- 1.1 The voluntary organization shall be known as "Highlands House", also known as "The Cape Jewish Aged Home" (hereinafter referred to as "the Organization").
- 1.2 The organization shall be an autonomous legal entity, existing and functioning independently of its membership
- 1.3 The organization shall continue to exist even when its membership changes and there are different office bearers.
- 1.4 The duly nominated representative of the Organization shall be able to sign contracts and enter into other relationships with other legal personae on behalf of the Organization.
- 1.5 The Organization shall be able to sue and be sued in its own name.
- 1.6 The Organization shall be able to own movable and immovable property.

2. INTERPRETATION

2.1 In the interpretation of this Constitution, the following words and expressions shall have the following meanings, unless the context otherwise indicates:

- 2.1.1 "The Management Board" - means the Management Board referred to in Clause 6.
- 2.1.2 "The General Meeting" - means an Annual General Meeting or any other General Meeting specially convened of the Home.
- 2.1.3 "The Home" - means Highlands House, also known as The Cape Jewish Aged Home.
- 2.1.4 "Office Bearer" - means any of the President, the Vice-President, the Treasurer, the Honorary Medical Superintendent.
- 2.1.5 "The Trustees" - means the Trustees as referred to in Clause 11 hereof.
- 2.2 Words importing the singular only shall include the plural, and vice versa, unless the context clearly otherwise indicates.
- 2.3 Words importing the masculine gender shall include the feminine gender, and vice versa, unless the context clearly otherwise indicates.

2.4 The headings contained in the Constitution are for reference purposes only and shall not affect the interpretation thereof.

3. OBJECTIVES

The objectives of the Home are:

- 3.1 To endow, furnish and equip with all necessary furniture, fixtures and fittings and other equipment, and to maintain wholly or in part, the premises of the Home situate at 234 Upper Buitenkant Street, Cape Town, known as HIGHLANDS HOUSE (and at such other place as may from time to time be decided), in order to provide care as a residential home and proper maintenance for Jewish persons, at such charges as the Management Board shall decide from time to time.
- 3.2 To affiliate with any National Board, Society or other Body of persons having objectives similar to the objectives of the Home.
- 3.3 Generally to do such other things as may be expedient to further the interests of the Home or which are incidental or conducive to the attainment of the above objectives.

4. AREA OF OPERATION

The Home shall be entitled to solicit contributions from any source deemed appropriate by the Management Board subject to any constraints that may be imposed by the Priorities Board. Fundraising activity shall be focused predominantly on members or ex-members of the Jewish Community of the Western Cape Province.

5. MEMBERSHIP AND SUBSCRIPTIONS

- 5.1 There shall be three classes of members of the Home, viz
 - 5.1.1 Honorary Life Members - being members elected as such in recognition of valuable services to the Home in terms of the provisions of Clause 6.6.
 - 5.1.2 Resident Members - being persons resident in the Home who shall not be required to effect payment of any subscription.
 - 5.1.3 Ordinary Members - any Jewish person over the age of eighteen (18) years who has contributed to the United Jewish Campaign, **Cape Town**.

6. MANAGEMENT

- 6.1 The Home and all its business affairs shall be managed, controlled and administered by the Management Board, which Board shall have the power and authority to do all such acts as it may deem necessary or expedient for the realization of the objectives of the Home and the maximization of the well-being of its residents, subject only to the limitations contained in this Constitution.

- 6.1.1 The Management Board may appoint other working groups for any purpose/s it may deem necessary. Such working groups may frame Rules and Regulations for the management of matters submitted to them, provided such Rules and Regulations do not conflict with this Constitution and are confirmed by the Management Board. They shall not come into force until so confirmed.
- 6.1.2 The President and Vice-President shall be *ex officio* members of all working groups. They shall be notified of all meetings and shall be entitled to vote thereat.
- 6.1.3 The Vice-President shall, in the event of the President for any reason being unable to act on any of the aforesaid working groups or in any other capacity, act in his stead with the full powers which the President may exercise.
- 6.1.4 The Management Board shall appoint an Executive Director, who shall be accountable to it and whose responsibility shall be to control the day-to-day operations of the Home. The Management Board shall determine the salary to be paid to the Executive Director and his or her condition of employment. Such Executive Director shall have such powers and responsibilities as may be decided by the Management Board from time to time and shall be accountable to this Board. The Executive Director and any other salaried staff shall attend meetings by invitation.
- 6.1.5 There shall be a Disciplinary Committee for members and residents appointed by the Management Board, consisting of two (2) members of the Board, one (1) of whom shall act as Chairman and two (2) Trustees of Highlands House. It shall meet as and when required subject to the provisions of Clause 24, to discipline errant committee members and residents.
- 6.2 The Management Board shall consist of ten (10) persons each of whom shall be elected to serve as such by members voting at the Home's Annual General Meeting. After completing two years' service, a Board member's tenure will lapse, subject to possible re-election. The Management Board shall have the right, from time to time, to co-opt persons the Board feels necessary for the furtherance of its aims.
- 6.3 The ten (10) members sitting on the Management Board shall at all times include the President, the Vice-President, the Treasurer and Honorary Medical Superintendent referred to in Clause 2.1.4 hereof.
- 6.4 In order to be eligible for election to the Management Board, a candidate must either attend the AGM in person or file a written consent in the prescribed form with the presiding officer, before the meeting date as laid down in the Notice of Meeting.
- 6.5 Candidates shall be ranked in numerical order, according to votes cast - by secret ballot - and the first ten (10) amongst them shall be deemed to have been elected.

If there is a tie between two or more candidates for the last position to be filled, there shall be a re-ballot of members present at such meeting in respect of such candidates.

- 6.6 Members in the Management Board meeting may, to record appreciation for valuable services rendered to the Home or the Jewish Community in South Africa, elect such person(s) as Honorary Life Member(s), who may attend the Management Board meeting without voting rights, provided that not more than six (6) such Honorary Life Members shall be in appointment at any one time.

7. MANAGEMENT BOARD AND WORKING GROUPS

7.1 The Management Board

- 7.1.1 The Management Board shall, at its first meeting after the Annual General Meeting, elect a President, a Vice-President, a Treasurer and an Honorary Medical Superintendent as contemplated in Clause 2.1.4.

- 7.1.2 As agent of the Home, the Management Board, shall have full power to control the Home and to carry out the objectives as set out in Clause 3 hereof. The Management Board shall further have power to engage and dismiss, as the case may be, salaried officials from senior management level, on such terms as the Management Board in its sole discretion deems fit.

- 7.1.3 In its absolute discretion, the Management Board shall have the right to expel any resident(s) whose conduct, in its opinion, is detrimental to the welfare of the Home.

- 7.1.4 At the first meeting, each member of the Board will be allocated/nominated to a working group as a representative of the Board and to act as a liaison person between the group and the Board. The Board member is not expected to act as its chairperson but may do so if the member has a particular interest or expertise in the area of the particular group.

- 7.1.5 In all instances the members of a working group do not have to be members of the Management Board. The composition of each working group will be determined by the Chairperson who will be elected at the first meeting of the group. Dependent on the requirements of the group the composition may vary as long as the minimum as laid down is maintained. All working groups are responsible to the Management Board.

- 7.1.6 The Management Board shall be empowered to appoint an Ombudsperson, on certain terms and conditions, to perform the duties and functions assigned to the Ombudsperson who shall receive and investigate complaints that come to his attention from any source including residents, staff, management and members of the greater community and, where appropriate, to try and resolve these matters through the use of negotiations, conciliation, mediation or other non-adversarial approaches, having regard at all times to the best interests of the residents of Highlands House.

7.2 The Finance Working Group

There shall be a Finance Working Group, which shall meet at least ten times a year and be responsible to the Management Board. This Finance Working Group shall consist of the Treasurer, the President, the Vice-President and a maximum of five (5) members appointed by the Treasurer on the basis of their expertise. Such additional members need not be members of the Management Board. The Executive Director and other senior staff shall attend the Finance Working Group, by invitation. The Finance Working Group shall appoint an investment advisory board of whom the following shall be members; - The Treasurer, the President, the Chairman of the Board of Trustees and any other members on the basis of their expertise. Such additional members need not be members of the Management Board.

7.3 The Admissions and Assessments Working Group

The Admissions and Assessments Working Group shall consist of three (3) members, chosen by, and accountable to the Management Board; one of whom shall be designated as chairman. The Working Group shall meet on an *ad hoc* basis to consider applications for admission to the Home and to determine the terms of such admission and the charges to be levied in each case. No applicant may be admitted unless approved on medical grounds by the Honorary Medical Superintendent or the in-house professional nursing and medical professional staff, under the direction at all times of the Admissions and Assessments Working Group. Except in cases of emergency this Working Group shall be empowered to arrive at decisions when only two (2) members are present. Salaried staff may be invited to attend Admissions and Assessments Working Group meetings as and when the Chairman deems this appropriate.

Criteria for Admission

- The Home is a facility for the aged and consequently persons under the age of 60 years shall not be eligible for admission.
- Persons from the Western Cape Province shall be prioritized for admission.

7.4 The Medical Working Group

The Medical Working Group shall consist of the Honorary Medical Superintendent and not more than five (5) members appointed by the Superintendent on the basis of their expertise. Salaried staff will attend by invitation. The Working Group shall meet not less than six times a year and be responsible to the Management Board. The Working Group shall, among its other duties, on an annual basis review and approve the budget to be submitted to the Finance Working Group.

7.5 The Residents' House Working Group

The Residents' House Working Group shall be constituted as laid down in the OLDER PERSONS ACT, No 13 of 2006. The Working Group will consist of not less than five (5) and not more than twelve (12) members. The members must be constituted according to the Act, Section 17 Sub-section 2. The Working

Group shall meet monthly and minutes must be taken. The members of the Working Group hold office for a maximum of 3 years, they may seek re-election.

7.6 The Security Working Group

The Security Working Group shall consist of a minimum of three (3) members. Salaried and contract staff will attend by invitation. The Working Group shall meet at least six (6) times a year and be responsible to the Management Board. The Working Group shall among its other duties, on an annual basis review and approve the budget to be submitted to the Finance Working Group.

7.7 The Maintenance Working Group

The Maintenance Working Group shall consist of a minimum of three (3) members. Salaried staff will attend by invitation. The Working Group will meet on an *ad hoc* basis dependent on projects but will meet not less than three (3) times a year and be responsible to the Management Board. The Working Group shall, among its other duties, on an annual basis review and approve the budget to be submitted to the Finance Working Group. The Working Group shall, scrutinize all quotes in respect of all major projects (R50,000) or more. It may at its discretion refer all quotes to a Quantity Surveyor, Engineer or other suitable consultant, prior to approving the quote.

7.8 The Public Relations and Fundraising Working Group

The Public Relations and Fundraising Working Group shall consist of a minimum of three (3) members. Salaried staff will attend by invitation. The Working Group will meet on an *ad hoc* basis dependent on projects but will meet not less than three (3) times a year and be responsible to the Management Board. The Working Group shall, among its other duties, on an annual basis review and approve the budget to be submitted to the Finance Working Group.

8. BOARD AND WORKING GROUP MEETINGS

8.1 The Board shall meet not less than six (6) times in any one (1) year for the purpose of transacting the business of the Home, or more often should the President deem it necessary. If they deem it necessary, three (3) members of the Board may, in writing, request the President to call a Special Meeting of the Board and he shall then call such meeting within seven (7) days of such request.

8.2 At all properly constituted Board and other meetings, the Chairperson of the meeting shall have a deliberate and casting vote.

8.3 The Executive Director or his appointee shall act as Secretary and shall ensure that proper minutes are kept at each and every meeting of the Board, Finance, Admissions and Assessment Working Groups.

8.4 Quorums for meetings of such Board and Working Groups shall be as follows:

8.4.1 The Management Board - Five (5) members, of whom the President or Vice-President shall be present.

- 8.4.2 The Admissions and Assessments Working Group - One (1) member.
- 8.4.3 The Finance Working Group - Any two (2) members, of which one (1) shall be the Treasurer and, failing him, the President or Vice-President. The Executive Director and salaried staff shall not form part of the quorum.
- 8.4.4 The Medical Working Group - Any two (2) members of which one (1) shall be a medical practitioner. Salaried staff shall not form part of the quorum.
- 8.4.5 The Resident House Working Group - 50% plus one (1) shall constitute a quorum.
- 8.4.6 The Security Working Group - Any two (2) members. Salaried staff shall not form part of a quorum.
- 8.4.7 The Maintenance Working Group - Any two (2) members. Salaried staff shall not form part of the quorum.
- 8.4.8 The Public Relations and Fundraising Working Group - Any two (2) members. Salaried staff shall not form part of the quorum.
- 8.4.9 Disciplinary Board for Members - any two (3) members, of which one (1) shall be the chairperson.
- 8.5 Any elected member of the Management Board who shall be absent from three (3) consecutive meetings, without being granted leave of absence, may be called upon by the Board to vacate his seat.
- 8.6 Seven (7) days' notice shall be given, in writing, by any member of the Management Board to the President and Executive Director to review or rescind any Resolution. Such motion shall require a two-thirds (2/3rds) majority or all the Management Board to be carried. Any motion, if defeated, shall not be brought before the Management Board for at least six (6) months after such motion has been defeated.
- 8.7 The President shall serve office for a maximum period of two (2) successive years provided however that after a hiatus of at least two (2) years, such person shall be entitled to seek re-election to the position. The retiring President shall be an *ex officio* member of the Management Board for one (1) year following such retirement.

9. GENERAL MEETING AND ELECTION

- 9.1 A General Meeting of members shall be held annually. Such meeting shall be convened to take place not later than end of September each year.
- 9.2 Notice of a General Meeting (Annual or Special) shall be given at least fourteen (14) days before such meeting takes place, stating the date, time, venue and agenda of such meeting. Notice of such meeting shall be published in the local and/or Jewish press. Twenty-five (25) members in good standing, as set out in Clause 5 hereof, shall form a quorum at a General Meeting. In the absence of a quorum, the Chair-

person shall adjourn such meeting to a date, time and place to be determined by him, which date shall be not less than seven (7) days and not more than twenty-one (21) days from the date of such adjourned meeting. When such an adjourned meeting resumes the members there present shall constitute a quorum.

9.3 The circular convening an Annual General Meeting shall either have a copy of the minutes of the previous year's meeting attached, or shall inform those interested as to where the minutes, and the audited financial accounts, can be accessed.

9.4 No motion, other than one bearing on an issue as set out in sub-Clause 9.5.1 to 9.5.6 hereof, may be debated at a General Meeting unless a notice thereof has been given in writing to the President and the Executive Director at least twenty-one (21) days before the date fixed for the said General Meeting.

9.5 The following business shall be transacted at each Annual General Meeting:

9.5.1 Confirmation of the Minutes of the last Annual General Meeting.

9.5.2 Consideration and adoption of the President's Report.

9.5.3 Consideration and adoption of the Treasurer's Report and Financial Accounts for the financial year passed, duly audited by a registered Public Accountant.

9.5.4 Election of members to the Management Board.

9.5.5 Ratification of any by-laws made by the Management Board.

9.5.6 Debate on any motion in terms of Clause 9.4 above.

9.5.7 Other matters, as deemed appropriate by the President.

10. SPECIAL GENERAL MEETINGS

10.1 A Special General Meeting shall be called by the President if not less than twenty-five (25) members in good standing, as set out in Clause 5 hereof, request such a meeting, in writing, stating the subject to be considered. Within one (1) week of the receipt of such request being received, the President shall cause a notice, in terms of Clause 9 hereof, to be given to members. No business other than that expressed in the requisition shall be considered at such Meeting.

10.2 The Management Board or President may call a Special General Meeting of members to consider any matter considered with the Home when it or he shall deem such meeting necessary.

11. TRUSTEES

11.1 There shall be not less than 6 (Six) Trustees.

11.2 The Trustees will be appointed by the Management Board and shall serve office for a period of five (5) years, and shall thereafter be eligible for re-election.

- 11.3 The Trustees shall meet from time to time and shall be entitled to invite any person to attend any meeting of Trustees, as they may deem necessary.
- 11.4 A quorum at a meeting of Trustees shall be not less than three (3) Trustees.
- 11.5 Any Trustee shall cease to hold office in the event of such Trustee ceasing to be a permanent resident of the Republic of South Africa, or, in the event of death, insanity, sequestration, resignation or passing of a Resolution by a majority of two-thirds (2/3rds) of members present at a Management Board Meeting.
- 11.6 Any Trustees may attend any meeting of the Management Board and of any working group of the Home, in which event they shall be entitled to vote thereat.
- 11.7 A certificate signed by the Executive Director and the President or a Vice-President of the Home, identifying the Trustees, is sufficient evidence that persons acting as Trustees as aforesaid are Trustees entitled so to act.
- 11.8 Any immovable property, mortgage bond or investment shall be held and registered in the name of the Trustees.

12. POWERS AND DUTIES OF THE COMMITTEES

- 12.1 The Management Board shall have the power to implement such by-laws for the Home as from time to time may be necessary and not in conflict with any of the objects of this Constitution or the law.

All activities of the Home and all its committees that are established from time to time shall abide by law. Such by-laws shall have legal force until the next Management Board meeting, when they shall be submitted for confirmation.

- 12.2 The Management Board may co-opt members to fill vacancies of such Board which may occur during its term of office.
- 12.3 The Management Board shall be entitled to appoint salaried officials and employees of the Home at such remuneration as the Management Board shall determine.
- 12.4 The policy of the Home shall be within the general framework of the objects, as set out in Clause 3 hereof, and shall be decided upon by the Management Board. The Management Board may delegate any question of policy to a committee, subject to the committee's duty to refer the matter back to the Management Board for confirmation.

13. POWERS OF THE TRUSTEES

Subject to the provisions in Section 30(3)(b)(ii) of the Act, namely that a Public Benefit Organization is 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 utilize its funds solely for the object for which it has been established:

13.1 The Trustees shall be entitled to make such investments as they shall in their sole and entire discretion from time to time determine. Without derogating from the wide powers of investment herein before granted by the Trustees, they shall have the power to purchase and acquire immovable and movable property of every kind and description (expressly including a residence for occupation by any Beneficiaries of the Trust); sell (by public auction or private treaty), exchange, let, repair, reconstruct, develop or otherwise deal with any immovable or movable property held in trust by them in such manner and at such times as they shall from time to time determine; pass bonds over any property held in trust by them; invest in mortgage bonds (including participation mortgage bonds) over immovable property; purchase and acquire shares, debentures or loan stock in any company or other legal entity; lend and advance money to any person, company, institution or concern upon such terms as they shall determine; invest money on deposit or otherwise with any Bank, Building Society, Trust Company or other Financial institution; purchase and acquire the stock of any Government, Quasi-Government Body, Municipality or any other body corporate and generally make such investments or re-investments as they shall from time to time deem fit.

The Trustees shall be entitled to realize in such manner as they shall determine any asset or investment held by them in trust from time to time and to re-invest the proceeds in terms of the powers of investment herein before and herein after granted to them.

13.2 The Trustees shall only be entitled to acquire immovable or movable property, shares, claims and rights as investments and shall not be entitled to speculate or deal therein. Any enhancement in the value of or any profit made on the realization of any investment of the Trust shall be a capital gain and added to the capital of the Trust and any depreciation in value of or any loss incurred on the realization of any investment shall similarly be treated as a capital loss.

13.3 The Trustees shall be entitled at any time and from time to time in their sole and entire discretion to lend any money held in trust by them with or without security and with or without interest to all or any of the Beneficiaries of the Trust.

13.4 The Trustees shall have the power and authority to bind the Trust as surely and/or co-principal debtor in respect of the debts or obligations of any company or person (including any Beneficiary of the Trust) and to issue indemnities and they shall be entitled in respect of any obligations or liabilities assumed by them in terms of this sub-clause to pledge, mortgage or otherwise encumber all or any assets of the trust in such manner and subject to such terms as they shall deem fit.

13.5 The Trustees shall have the power to borrow money for the purposes of discharging any liability of the Trust and/or for the purpose of making payment of capital to any Beneficiary of the Trust and/or for the purpose of making a loan to any Beneficiary of the Trust and/or for the purpose of making an investment and/or for the purpose of preserving any asset or investment of the Trust and/or for any other purpose deemed necessary or desirable by the Trustees.

As security for any monies so borrowed, the Trustees shall be entitled to pledge, mortgage or otherwise encumber all or any assets of then Trust in such manner and subject to such terms and conditions as they shall think fit.

- 13.6 The Trustees shall have power from time to time to use any voting rights attached to any shares to cause such change to be made in the board of directors or in the other officers of any of the companies concerned as they may consider to be in the best interests of the Trust and shall be entitled to appoint or cause to be appointed one or more of themselves a such directors or officers or cause some other person or persons to be so appointed.

14. DUTIES OF HONORARY OFFICIALS

- 14.1 The President and, in cases where the President is unable or refuses to act, the Vice-President, shall summon the meetings of the Management Board.
- 14.2 Committee and such President or Vice-President, as the case may be, together with the Management Board shall be responsible for the general business of the Home.
- 14.3 The Treasurer shall have the responsibility to ensure that proper books of accounts are kept and which shall be audited annually.

15. INDEMNITY

Every member "including but not limited to members" of any Committee, any Employee, Trustee, Auditor or other Officer of the Home is hereby indemnified against any loss, expense or damages incurred in the discharge of, or arising out of, his duties. No member of any Committee, no Employee, Trustee, Auditor or other Officer of the Home shall be liable for the acts, receipts, neglects or defaults of any member of any Committee, Employee, Trustee, Auditor or Officer or for joining in any receipt or other act for conformity, or the loss of expense happening to the Home through the insufficiency or deficiency of title to any property acquired by the Trustees for and on behalf of the Home, or for the insufficiency or deficiency of any security in or upon which monies of the Home shall be invested, or for any loss or damage arising from the bankruptcy, the insolvency or delict of any person for whom any monies, securities or effect shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of his duties of office or in relation thereto, unless the same happens through his own negligence or dishonesty.

16. BANKING

Bank account(s) opened and conducted in the name of Cape Jewish Aged Home and/or Highlands House shall be operated by two signatories.

The signatories and the regulations in terms of these accounts will be determined by the Management Board acting together with the Finance Working Group. The regulations as

laid down from time to time will, at all times, be cognizant of good accounting practices. Due diligence will at all times be required.

17. FINANCIAL YEAR

17.1 The financial year of the Home shall end on 31 December of each and every year.

17.2 The books of accounts shall be kept at the Home, or at such other place as the Management Board shall deem fit, and shall be the responsibility of the Treasurer.

18. AUDITOR

Prior to the submission of the accounts and balance sheets in *General Meeting*, they shall be examined by an auditor who shall report in writing thereon to the members. The auditor shall, at all reasonable times, have access to the books and accounts of the Home. The officers of the Home shall be bound to give the auditor all and such information as he may require for the purpose of discharging his duties.

19. AMENDMENT/AMPLIFICATION OF CONSTITUTION

The Constitution may be amended or amplified by two-thirds (2/3rds) majority of votes at a *Special General Meeting*, provided due notice of the proposed alteration has been given in terms of Clause 10 hereof. No amendments may be made which would have the effect of making the organization cease to exist.

20. EMERGENCIES

In the event of emergencies arising and for which no provision has been made in this Constitution, the Management Board shall have further discretionary powers to act outside the confines of this Constitution. Notwithstanding the provisions of Clause 7.3 hereof, the Management Board shall have the power to admit to residence any person or persons as it may consider necessary. Such action(s) by the Management Board will be reported at a subsequent meeting.

21. GENERAL

Any property or income of the Home shall be utilised solely in the furtherance of its aims and objects, and transferring any portion thereof, directly or indirectly, so as to profit any person other than by way of payment in good faith as reasonable remuneration to any Officer or employee of the Home for services actually rendered to it, shall be prohibited.

22. DISSOLUTION

22.1 Subject to the prior written approval of the Trustees, the Home may be dissolved if at least two-thirds (2/3rds) of the members present and voting at a Special General Meeting of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty-one (21) days' notice shall be given of such Special Meeting and the notice convening this meeting shall clearly state that the question of dissolution of the Home and disposal of its assets shall be considered.

If there is no quorum at such a Special General Meeting, the meeting shall stand adjourned for not less than one (1) week and the members attending such adjourned meeting shall constitute a quorum.

22.2 If upon dissolution of the Home there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members but shall be given to such other registered Jewish Welfare Organization(s), preferably having similar objects as the Home, as may be decided by the members present at the Special General Meeting at which it is decided to dissolve the Home. In the absence of such a decision by the members at this Special General Meeting, a decision may be given by The Priorities Board of the Jewish Community and, failing that, to be distributed equally amongst the remaining Jewish Welfare Organizations in Cape Town.

23. DISPUTE

In the event of any difference of opinion, dispute or question arising as to the meaning or interpretation of this Constitution or of any by-laws introduced by the Management Board, such difference, dispute or question shall be submitted to the Management Board. In the event of the Management Board failing to resolve such dispute, such dispute shall be referred to the Trustees for their decision, and the Trustees ruling(s) and decision(s) shall be final and binding.

24. DISCIPLINARY PROCEEDINGS FOR MEMBERS AND RESIDENTS

24.1 The Management Board shall appoint a Disciplinary Committee consisting of two (2) of its members, of which one shall act as Chairperson. Two (2) Trustees of High - lands House shall also serve on the Committee.

24.2 The Committee shall have the power to inquire and decide on charges against its members and residents and to impose such penalty, including the right to suspend, fine, request the resignation of or expel its members or residents who have been found guilty of:

24.2.1 a wilful breach of the provisions of this Constitution or of the regulations of this organization;

- 24.2.2 conduct prejudicial to the interests or reputation of the organization;
- 24.2.3 damage to the image or property of the organization and its residents.
- 24.3 The Committee shall have the power to summarily suspend a member pending an enquiry if the sub-Committee considers that the circumstances warrant such a suspension.
- 24.4 The inquiry in terms hereof shall take place within ten (10) days of such suspension.
- 24.5 It shall not be incumbent upon the Chairman of the sub-Committee in any of the above circumstances to state his reasons for the suspension.
- 24.6
- 24.6.1 An appeal can be lodged against any decision or order made by the Disciplinary Committee to the Management Board, provided:
- 24.6.2 the member/resident lodges a notice of appeal in writing with the Chairperson within seven (7) days of the date of the decision or order appealed against;
- 24.6.3 the Management Board has the power to confirm, alter or set aside in any manner whatsoever any such decision or order imposed by the sub-Committee.
- 24.6.4 the decision of the Management Board shall be final and binding.
- 24.7 Members / residents shall not be entitled to legal representation at any disciplinary hearing or at the appeal from its findings unless the Chairperson of the tribunal concerned so rules.
- 24.8 A member of the Disciplinary sub-Committee shall have the right to temporarily stand down from such position if the member should have reason to assume that fair judgment in any particular disciplinary case might be influenced by personal factors. The Chairperson of the Committee shall then have the right to nominate another organization member to replace such sub-Committee member.

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