

**RESOLUTION ADOPTED / BOD / 20 JULY 2021/
FOR APPROVAL AND ADOPTION AT A SPECIAL AGM:
25 AUGUST 2021**

RADIO ISLAM NPC
(Registration Number: 1994/10170/08)
approved and adopted at BOD meeting 19 June 2021

**CONSTITUTION AND MEMORANDUM OF
INCORPORATION (AS AMENDED)**


INTERNATIONAL

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1. NAME, NATURE AND MAIN BUSINESS

1.1. The company is a non-profit company having previously been registered as a Section 21 company (Association not for gain) in terms of the now repealed Companies Act 61 of 1973.

1.2. The non-profit company is registered as Radio Islam NPC (Registration Number: 1994/10170/08) and referred to herein as Radio Islam.

1.3. Radio Islam shall function and operate as a Muslim community Radio Station.

1.3.1 It's ethos shall be in accordance with the prescripts laid down in the Holy Quran and teachings of Prophet Muhammad (peace be upon him). It shall subscribe to the principles and doctrines of the Ahl us Sunnah Wal Jama'ah as interpreted by Jamiatul Ulama South Africa (established in 1923 as Jamiatul Ulama Transvaal)

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- 1.3.2 Radio Islam shall provide religious, moral, spiritual, social, political and economic information and guidance to its listenership.**
- 1.4. Radio Islam shall operate in terms of the broadcasting licence granted by the Independent Communications Authority of South Africa (ICASA) or its successor in title or assignees.**
- 1.5. To use Radio Islam to collect and accept donations, membership fees, grants, gifts, legacies, or loans from any permissible source and administer same for the furtherance of the object of Radio Islam.**
- 1.6. To further brotherhood and co-operation in the Muslim community and to co-ordinate religious activity.**
- 1.7. To assist financially or otherwise any Islamic and humanitarian causes.**

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Radio Islam shall comply with the requirements set out by the Companies Act, Act No 71 of 2008 and the Independent Communications Authority of South Africa Act, Act No 13 of 2000 (as amended) (ICASA) as well as its Regulations and all other relevant legislation.

2. AIMS AND OBJECTS OF RADIO ISLAM

- 2.1. To operate a Radio station as set out in clause 1 above.**
- 2.2. To assist any Islamic, welfare or humanitarian cause in South Africa, and world-wide should such need be required, including urgent humanitarian and relief aid.**
- 2.3. Community development for the poor and needy and anti-poverty initiatives including the provision of community-based projects.**
- 2.5. To collect and accept donations, membership fees, grants, gifts, legacies or loans from any permissible source and administer same for the furtherance of the objects of Radio Islam**

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- 2.6. To support, co-operate and collaborate with other institutions having similar objectives and causes.
- 2.7. If necessary or expedient, to affiliate as a member of any national or international organisation having similar objectives.
- 2.8. To acquire, purchase, lease receive by donation exchange or otherwise land buildings and other suitable property and assets.
- 2.9. To make suitable investments and to turn the same to account as may be expedient for the benefit and interest of Radio Islam.

3. CONDITIONS

- 3.1. The income and property of Radio Islam wheresoever derived, shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise

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howsoever, to the members of Radio Islam; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of Radio Islam or any member thereof in return for any services actually rendered to Radio Islam.

- 3.2. Upon winding-up, deregistration, or dissolution, the assets of Radio Islam remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institution or associations or institutions having objects similar to its main objects to be determined by the members of the Association at or before the time of its dissolution or, failing such determination, by the court.

4. PUBLIC BENEFIT ACTIVITIES

- 4.1. Radio Islam is registered as a Public Benefit Organisation (PBO).

- 4.2. Carry on its public benefit activities as a PBO solely in a non-profit manner and with an altruistic or philanthropic intent, as contemplated in section 30 (3) of the Income Tax Act.

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- 4.3. The public benefit activities of Radio Islam will be for the benefit of South Africans and will be widely accessible to the public at large.
- 4.4. No activity of Radio Islam may directly or indirectly promote the economic self-interest of any fiduciary or employee of Radio Islam, otherwise than by way of reasonable remuneration.
- 4.5. Radio Islam may not directly or indirectly distribute any of its funds to any person otherwise than in the course of undertaking one of Radio Islam's objects and any public activity.
- 4.6. Radio Islam may not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable and in relation to the service rendered and may not economically benefit any person in a manner which is inconsistent with its objects.

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- 4.7. Radio Islam will not be a party to, or does not knowingly permit, or shall 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 this Act or any other Act administered by the Commissioner.**
- 4.8. Radio Islam may not use its resources directly or indirectly to support, advance or oppose any political party.**
- 4.9. Funds available for investment shall only be invested with registered financial institutions as defined in Section 1 of the Financial Services Board Act No. 97 of 1990 or in securities listed on a licensed Stock Exchange as defined in the Stock Exchange Control Act No.1 of 1985 or in such other prudent investments in financial instruments and assets as the Commissioner for SARS may determine after consultation with the Executive Officer of the Financial Services Board and**

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the Director of Non-Profit Organizations, provided that the provisions of this paragraph shall not prohibit Radio Islam from retaining any investment in the form that it was acquired by way of donation, bequest or inheritance.

4.10. At least 85 percent of Radio Islam's public benefit activities, measured as either the cost related to the activities or the time expended in respect thereof, will be carried out for the benefit of persons in the Republic, unless the Minister, having regard to the circumstances of the case, directs otherwise.

4.11. Radio Islam will submit to the Commissioner for SARS a copy of any amendment to its Constitution and any other pertinent documentation or information and complies with all reporting requirements in order to ensure that it remains tax exempt.

4.12. No donation will be accepted 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 such donation, including any misrepresentation with regard to the

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tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

5. MEMBERSHIP

5.1. Membership of Radio Islam is open to Muslims, male and female above the age of 18 (eighteen) years, not mentally incapacitated and who are citizens of South Africa and reside within the boundaries of the geographical area designated from time to time in compliance with the approved licence by ICASA. Such persons must be in possession of a valid South African identity document and be a Muslim who subscribes to the principles and doctrines of the Ahl us Sunnah Wal Jamâ'ah, as referred to herein above.

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- 5.2. All persons qualifying in terms of 5.1 above and who want to be members of Radio Islam must complete the membership application form either manually or electronically and submit it to the Board of Directors for its approval.
- 5.3. The Board of Directors shall keep a register of members which shall be updated annually and at least three months before the Annual General Meeting (AGM).
- 5.4. Membership fees shall be paid annually as determined by the Board of Directors at its discretion together with the amount payable and the manner of payment.
- 5.5. Membership fees are due and payable annually on or before the 28th day of February.
- 5.6. In the event that member's fees are in arrears for 3 (three) consecutive years, then such a member's membership will automatically be cancelled on the 28th of February of the third year.

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- 5.7. Should a member fail to pay his membership fees as at the 28th February of such a year, then such a member shall be entitled to attend the AGM only as an observer and shall not be able to participate in the AGM.
- 5.8. Finalisation of the revised membership roll shall take place six months before the date of the AGM. Membership received after such a date shall be processed after the AGM and the member shall not be able to participate in the AGM.
- 5.9. Any person's membership may be terminated by the Board of Directors at its sole discretion if the Board feels that such a person's membership may bring Radio Islam into disrepute. Any membership fees paid for such year will be refunded in full.

6. BOARD OF DIRECTORS

- 6.1. The Board of Directors (B.O.D) shall consist of the 7 (seven) members (male or female) who are elected (as provided for herein).

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6.2. The B.O.D shall at its first meeting after being elected appoint:

6.2.1. A Chairperson;

6.2.2. A Deputy Chairperson;

6.2.3. A Secretary; and

6.2.3 A Treasurer;

6.3. The B.O.D shall also consist of ex officio members. Such members of the B.O.D. shall be appointed by the B.O.D, but will have no voting rights at the Board meetings.

6.4. The B.O.D shall be entitled to co-opt a maximum of 4 (four) members with expertise in a particular discipline should the need arise. The co-opted members shall have voting rights and any co-opted member's term shall expire together with the term of the elected members.

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