

**Memorandum of Association
Anti-Privatisation Forum (APF)
Johannesburg, South Africa**

**(As adopted by the Annual General Meeting of the APF held in Johannesburg
on 24 – 26 March 2006)**

I. Legal nature and personality of the APF

- 1.1 The organisation that is being formed shall be called the Anti-Privatisation Forum, or APF, for short.
- 1.2 The APF is not formed for the purpose of carrying on any business or enterprise which has, for its object, the acquisition of gain by the members or office bearers of the APF.
- 1.3 The APF shall be able to own property and have assets under its name.
- 1.4 The APF shall have an identity of its own, separate from that of its members.
- 1.5 The APF alone is liable for its debts and commitments.
- 1.6 The APF shall continue to exist independently of changes in affiliate membership or the election of different office bearers.
- 1.7 Any income of the APF shall be applied solely towards the promotion of its main and subsidiary objectives and no proportion of the income shall be paid or transferred, directly or indirectly, to any members of the APF or any other person, provided that nothing contained herein shall prevent payment in good faith of reasonable remuneration to any officer or servant of the APF or any other member of it in return for services actually rendered.

II. Objectives of the APF

- 2.1 The principal objectives of the APF are:
 - 2.1.1 To build strong grassroots and community mobilisation against privatisation and to facilitate the rebuilding of a strong South African 'civil society' which can articulate and mobilise in favour of an alternative development agenda based on the constitutional rights of every person to have access to basic services such as water, electricity and housing.
 - 2.1.2 To prevent the penalisation of the poor by the commodification of basic services
 - 2.1.3 To promote policies and service delivery which will provide for the basic needs of South Africa's majority
- 2.2 To this end, the subsidiary objectives of the APF are:
 - 2.2.1 To create a space for organisations fighting privatisation to come together to discuss, share and develop common strategies for action and intervention.
 - 2.2.2 To develop the capacity of grassroots, community organisations, unions, and NGOs to understand and critique privatisation

- initiatives and develop alternatives to the current neo-liberal policies adopted by the government.
- 2.2.3 To engage in advocacy work and develop mass campaigns against privatisation.
 - 2.2.4 To promote the constitutional rights of all people living in South Africa to have access to basic services such as water, electricity, housing and a safe environment.
 - 2.2.5 To engage in, popularise and disseminate research and information on privatisation, alternatives to privatisation and community struggles against privatisation.

III. Executive Structure of the APF

3.1 APF Council

- 3.1.1 The management and decision-making of the APF shall be vested in the APF Council.
- 3.1.2 The APF Council shall be composed of at least 2 (two) and no more than 5 (five) delegates per member organisation, at least 1 (one) and no more than 3 (three) delegates per member political grouping, 1 (one) delegate per APF sub-committee and the elected APF Office Bearers.
- 3.1.3 Each representative shall have one vote and decisions pertaining to the APF shall be undertaken by a simple majority of votes. In the event of an equality of votes, the Chairperson shall have a casting vote.
- 3.1.4 The APF Council shall meet at least once a month.
- 3.1.5 The quorum for meetings of the APF Council shall be fifty percent plus one of the member organisations.
- 3.1.6 Not less than 1 (one) week notice shall be given of the date, time and venue of an APF Council meeting.
- 3.1.7 Meetings of the APF Council shall be convened by the Chairperson, or in his/her absence, by the Secretary of the APF.
- 3.1.8 Minutes shall be taken by the Secretary at each meeting and shall be made available to affiliates at most two weeks after the meeting has taken place. Minutes shall be kept in a file at the APF office for members to consult and shall be distributed to each affiliate at the next APF Council meeting in order to be checked and adopted.

3.2 Powers and duties of the APF Council

- 3.2.1 The APF Council shall manage all the business and affairs of the APF and shall have the full power and authority to carry out all the objectives of the APF and shall more particularly:
 - 3.2.1.1 Interpret, implement and promote the aims and objectives of the APF;

- 3.2.1.2 Obtain support, financial or otherwise for the APF;
- 3.2.1.3 Administer the financial affairs of the APF;
- 3.2.1.4 Seek, canvas or apply for any financial or other assistance calculated in the opinion of the APF Council, to be in the interest of the APF;
- 3.2.1.5 Determine the conditions upon which organisations or members thereof may become affiliated with, or expelled from, the APF;
- 3.2.1.6 Deposit any funds with a bank selected by them in the name of the APF and to nominate the person or persons to sign cheques;
- 3.2.1.7 Grant any honorarium to any members of the APF for services rendered and to remunerate him/her accordingly;
- 3.2.1.8 Register the name and, if necessary, the Memorandum of Association of the APF under any law;
- 3.2.1.9 Appoint an auditor to examine and report upon the accounts of the APF and remunerate him/her accordingly;
- 3.2.1.10 Institute or defend any legal proceedings in the name of the APF;
- 3.2.1.11 Appoint any APF members to task sub-committees. All decisions of such sub-committees shall be subject to ratification by the APF Council.

3.3 Expulsion of member organisations from the APF Council

- 3.3.1 A member or member organisation shall cease to belong to the APF Council:
 - 3.3.1.1 If such a member organisation fails to attend three consecutive meetings of the APF Council without a written apology and a valid excuse.
 - 3.3.1.2 If such member resigns or decides to leave the APF.
 - 3.3.1.3 If the majority of the APF Council vote to remove such member organisation after it has been given an opportunity of making representations to the APF Council against such removal.

3.4 APF Executive Committee

- 3.4.1 The APF Executive Committee shall be comprised of 1 (one) representative per member organisation/affiliate, 1 (one) representative of each APF sub-committee, 1 (one) representative of each APF region, as well as the elected APF Office Bearers.
- 3.4.2 The APF Executive Committee shall meet at least once, monthly.
- 3.4.3 The quorum for meetings of the APF Executive Committee shall be fifty percent plus one of the member organisations.

- 3.4.4 The APF Executive Committee shall set the agenda for the APF Council and provide strategic direction in between Council meetings.
- 3.4.5 Any matters or activities raised by the Executive Committee shall be brought before the APF Council for discussion and adoption.
- 3.4.6 Minutes shall be taken by the Secretary at each meeting and shall be made available to affiliates at most one week after the meeting has taken place. Minutes shall be kept in a file at the APF office for affiliate members to consult and shall be distributed to each affiliate at the next APF Executive Committee meeting in order to be checked and adopted.

3.5 APF sub-committees

- 3.5.1 The APF Council shall decide upon the formation of sub-committees to facilitate the implementation of the APF's activities.
- 3.5.2 APF sub-committees shall be composed of representatives from APF member organisations and individuals who wish to contribute to the work of the APF.
- 3.5.3 Each sub-committee shall appoint a Chairperson.
- 3.5.4 APF Sub-committees shall meet at least once a fortnight.
- 3.5.5 Any matters or activities raised by APF Sub-committees shall be brought before the APF Executive Committee for discussion.

IV. Financial Matters

- 4.1 Subject to clause 3.2.1.6 above, all funds received shall be banked in the name of the APF and cheques, money orders or any withdrawal transaction shall be signed by two out of three signatories consisting of the Chairperson, the Treasurer and the APF Organiser, who shall inform the APF's banking institution accordingly.
- 4.2 The financial year-end of the APF shall be March 31st.

V. Membership of the APF

- 5.1 Membership of the APF is open to any organisation or individual who opposes privatisation and its negative effects on the majority of the South African population and which supports the objectives of the APF as set out above.
- 5.2 Members shall be admitted by making an oral or written application to the APF Council who shall have the sole discretion as to whether to admit a member or not.
- 5.3 The APF Council shall be entitled to expel any member from the APF when in the opinion of the APF Council such member has materially contravened any of the objectives or resolutions of the APF.

VI. Annual General Meetings

- 6.1 The Annual General Meeting shall be held once in each calendar year within a period of six months from the end of each financial year, at such venue, time and place as determined by the APF Council and upon not less than 21 days prior notice given to members.
- 6.2 The Annual General Meeting shall:
 - 6.2.1 Receive and consider the APF Council's report and financial statements for the preceding year;
 - 6.2.2 Nominate candidates for and elect the Chairperson, Secretary and Treasurer as well as their deputies. They shall serve in office for a period of two years but shall be eligible for re-election;
 - 6.2.3 Consider any notice of motion which has been submitted to the APF Council in writing at least two weeks prior to the Annual General Meeting;
 - 6.2.4 Transact any competent business.
- 6.3 Procedure for Annual General Meetings and other general meetings
 - 6.3.1 Annual General Meetings shall be attended by at least 1 (one) and no more than 10 (ten) representatives of each member organisation of the APF, at least 1 (one) and no more than 5 (five) representatives of member political groups, at least 1 (one) and no more than 2 (two) representatives of each APF sub-committee, as well as all elected Office Bearers .
 - 6.3.2 Each representative at the Annual General Meeting shall have one casting vote.
 - 6.3.3 A quorum shall be fifty percent plus one of the APF membership at the date of the AGM. If there is no quorum at the time of the meeting, then the meeting shall be adjourned for a further period agreed by those present, provided that no less than seven days notice in writing is given to all member organisations of the date, time and venue to which the meeting is adjourned. At the adjourned meeting, all those organisations present and voting shall constitute a quorum.
 - 6.3.4 The Chairperson of the APF Council shall preside, and in his/her absence, any other member of the APF Council elected by the members present.
 - 6.3.5 Any matter before any general meeting shall be resolved by a simple majority of representatives present. In the event of an equality of votes on any ballot, the Chairperson shall exercise a deciding or casting vote. Only members present shall be entitled to vote and there shall be no proxies.
- 6.4 Any special general meetings of the APF shall be called by the APF Council or on a written request signed by not less than twenty five percent of the member organisations of the APF. Not less than 21 days written notice shall

be given of such a meeting and a notice convening the meeting shall state clearly its purpose.

VII. Amendments to the Memorandum of Understanding

- 7.1 This Memorandum of Understanding may only be amended by way of a resolution to amend such, taken at an APF Council meeting at which 75% of the votes cast at such a meeting are in favour of the amendment.
- 7.2 The notice convening an APF Council meeting at which a motion to amend this Memorandum of Understanding is put forward shall be set forth fully the amendments to be proposed at such meeting, provided that the provision of this clause may be waived by a resolution at such APF Council meeting at which 75% of the votes cast are in support of such a waiver.
- 7.3 Notice of such proposed amendment shall be given at least two weeks before the Meeting.

VIII. Dissolution of the APF

- 8.1 The APF may be dissolved by a resolution at an APF Council meeting at which 75% of the votes cast are in support of such dissolution.
- 8.2 The notice convening such meeting shall state that a motion to dissolve the APF is to be put at the meeting and not withstanding any contrary provision of the Memorandum of Understanding it shall not be competent for such a meeting to waive the requirement of notice in terms of this clause.
- 8.3 The notice aforesaid shall be given not later than three weeks before the date of the meeting.
- 8.4 Upon dissolution, and subject to clause 1.5, the APF shall pay off its debts. In the event that there are assets or money leftover, these shall not be distributed to any of its members. Instead, the APF Council shall identify, at the meeting where the dissolution of the organisation is discussed, an existing non-profit organisation that shares similar objectives to those of the APF and which could benefit from the assets or money leftover. The APF Council at the above-mentioned meeting shall identify this non-profit organisation.