



AFRICA TECH HUB FOUNDATION NPC

MEMORANDUM OF INCORPORATION

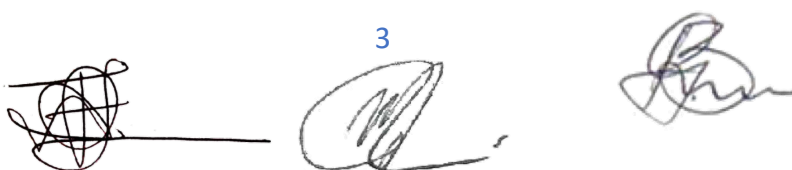
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CHAPTER 1

1. Name

The name of the Organisation is **Africa Tech Hub Foundation NPC**, a Non-Profit Organisation incorporated in terms of the Companies Act, 71 of 2008 of the Republic of South Africa.

2. Legal Status

The Foundation is incorporated as a Non-Profit Organisation without members. It exists solely to pursue public benefit objectives and shall apply all of its income, assets and resources exclusively towards achieving its stated public benefit purposes.

3. Definitions

Unless the context indicates otherwise:

"Act" means the Companies Act, No. 71 of 2008, together with any amendments thereto.

"Board" means the Board of Directors of Africa Tech Hub Foundation NPC.

"Director" means a duly appointed Director of the Foundation.

"Foundation" means Africa Tech Hub Foundation NPC.

"Public Benefit Activities" means those activities contemplated in Part I of the Ninth Schedule to the Income Tax Act, 58 of 1962, together with any amendments thereto.

"Section 18A" means Section 18A of the Income Tax Act governing tax-deductible donations.

"Section 30" means Section 30 of the Income Tax Act relating to the approval and regulation of Public Benefit Organisations.

"Beneficiaries" means individuals, communities, educational institutions, public entities, non-profit organisations and other qualifying organisations that receive assistance in furtherance of the Foundation's public benefit objectives.

4. Interpretation

This Memorandum of Incorporation shall be interpreted in a manner that:

- advances the Foundation's public benefit purposes;
- promotes sound corporate governance;
- complies with the Companies Act and all applicable legislation;
- supports accountability, transparency and responsible stewardship of resources; and
- gives effect to the Foundation's commitment to ethical leadership, social justice, education, innovation and sustainable community development.



Where any provision of this Memorandum conflicts with legislation governing approved Public Benefit Organisations, the applicable legislation shall prevail to the extent of the inconsistency.

CHAPTER 2

5. Purpose

To build inclusive, innovative and sustainable communities by mobilising partnerships, resources and technology that expand access to quality education, digital inclusion, skills development, entrepreneurship, research, innovation, food security and socio-economic opportunity throughout South Africa, beginning in Rustenburg and the North West Province.

6. Objects

Africa Tech Hub Foundation NPC exists to mobilise financial, human, intellectual and physical resources to support and strengthen public benefit initiatives that improve education,

7. Guiding Principles

The Foundation shall conduct all of its affairs according to the following guiding principles:

- Integrity
- Stewardship
- Service
- Excellence
- Innovation
- Collaboration
- Inclusion
- Accountability

8. Public Benefit Purpose

The Foundation is established exclusively for public benefit purposes and shall carry on one or more public benefit activities contemplated in Part I of the Ninth Schedule to the Income Tax Act, 58 of 1962, as amended.

The Foundation shall operate on a non-profit basis, with all income, donations, grants and assets applied solely towards achieving its approved public benefit objectives.



No portion of the Foundation's income or property shall be distributed, directly or indirectly, to any incorporator, director, officer or other person, except as reasonable compensation for services actually rendered in furtherance of its public benefit purposes and as otherwise permitted by applicable law.

9. Strategic Area of Initial Operation

During its establishment phase, the Foundation shall prioritise Rustenburg and the Bojanala Platinum District Municipality as its principal area of operation.

Within this region, the Foundation shall support initiatives that:

- expand access to quality STEM and arts education;
- strengthen digital literacy and digital inclusion;
- establish technology hubs, innovation centres and community learning facilities;
- improve teacher development and vocational skills training;
- promote youth employment and entrepreneurship;
- support educational infrastructure and learning resources;
- mobilise partnerships with mining companies, government departments, higher education institutions, TVET colleges, SETAs and industry; and
- create scalable models capable of replication throughout South Africa.

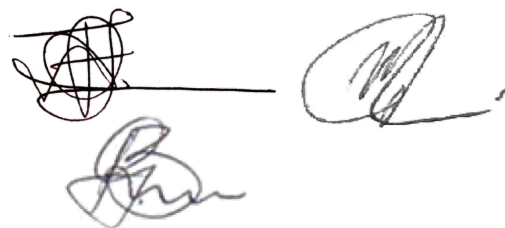
As resources permit, the Foundation may extend its activities to other provinces of the Republic of South Africa and, where legally permissible, to other African countries in partnership with appropriate institutions.

CHAPTER 3

OBJECTS AND PUBLIC BENEFIT ACTIVITIES

10. Primary Object

The primary object of Africa Tech Hub Foundation NPC is to serve the public benefit by mobilising financial resources, strategic partnerships, infrastructure, assets, knowledge and expertise to advance education, skills development, innovation, entrepreneurship, research, community development and socio-economic empowerment, particularly among the poor and rural disadvantaged and underserved communities.



The Foundation shall pursue these objectives on a non-profit basis and exclusively for public benefit purposes as contemplated in Part I of the Ninth Schedule to the Income Tax Act, 58 of 1962, as amended.

11. Strategic Objects

To fulfil its primary object, the Foundation shall pursue the following strategic objectives:

11.1 Education

Support equitable access to quality education from early childhood to high school through lifelong learning by strengthening educational institutions, learning environments and educational support programmes serving the poor and rural communities.

11.2 Digital Inclusion

Promote universal, affordable access to digital technologies, digital literacy, internet connectivity, digital infrastructure and emerging technologies that improve educational, economic and social participation.

11.3 Skills Development

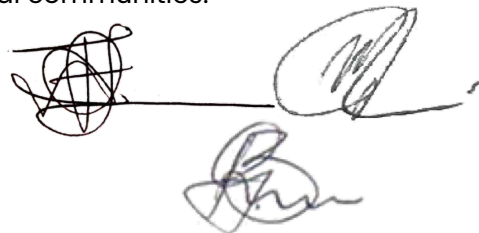
Support accredited and non-accredited education, occupational training, vocational education, artisan development, entrepreneurship and workforce readiness programmes that improve employability and economic participation of poor and rural communities.

11.4 STEM, Innovation and Research

Support programmes that encourage science, technology, engineering, mathematics, robotics, artificial intelligence, research, innovation, creative industries and problem-solving capabilities by poor and rural communities.

11.5 Youth Development

Support the development of the leadership, employability, entrepreneurial capacity, creativity and civic participation of young people in poor and rural communities.



11.6 Women Empowerment

Support the promotion of education, leadership development, enterprise development and economic participation among women and girls in poor and rural communities.

11.7 Enterprise Development

Support entrepreneurs, cooperatives, social enterprises, small businesses and innovation-driven enterprises through education, mentorship, incubation, market access and strategic partnerships in poor and rural communities.

11.8 Community Development

Support initiatives that improve community wellbeing through education, technology, infrastructure, environmental sustainability, food security and collaborative local development in poor and rural communities.

11.9 Infrastructure Development

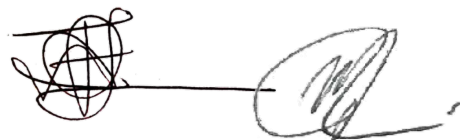
Mobilise resources and infrastructure for the planning, acquisition, leasing, development, refurbishment, equipping and maintenance of facilities that advance public benefit activities, including schools, technology hubs, innovation centres, training facilities, community learning centres, libraries, laboratories, workshops, agricultural learning facilities and related infrastructure to serve poor and rural communities.

11.10 Strategic Partnerships

Establish collaborative partnerships with government departments, municipalities, public entities, universities, TVET colleges, SETAs, **schools (including its partnering academies and tech hub)**, research institutions, mining companies, corporations, foundations, faith-based organisations, community organisations and international development partners to maximise public benefit.

12. Public Benefit Activities

The Foundation may undertake, support or facilitate **through its partnering beneficiary institutions**, any lawful public benefit activity contemplated in Part I of the Ninth Schedule to the Income Tax Act, including but not limited to:



12.1 Education

- Supporting formal and informal education.
- Supporting early childhood development.
- Supporting primary and secondary education.
- Supporting higher education.
- Supporting adult education and lifelong learning.
- Supporting bridging programmes.
- Supporting educational enrichment programmes.
- Supporting supplementary tuition.
- Supporting academic support initiatives.
- Supporting teacher development.
- Supporting curriculum enhancement.
- Supporting educational governance and institutional development.

12.2 Skills Development

- Supporting occupational training.
- Supporting artisan development.
- Supporting vocational education.
- Supporting workplace readiness programmes.
- Supporting digital skills development.
- Supporting entrepreneurship education.
- Supporting employability programmes.
- Supporting career guidance and counselling.

12.3 Infrastructure Support

The Foundation may provide, acquire, develop, lease, improve or maintain land, buildings, classrooms, laboratories, digital learning centres, innovation hubs, training facilities, equipment, furniture, information technology infrastructure, internet connectivity, educational technologies, agricultural infrastructure and other assets required to advance approved public benefit activities.



12.4 Scholarships and Bursaries

Subject to applicable legislation and SARS requirements, the Foundation may establish and administer scholarship, bursary, fellowship, internship, apprenticeship and educational assistance programmes.

12.5 Resource Mobilisation

The Foundation may solicit, receive and administer donations, grants, sponsorships, endowments, bequests, equipment, intellectual property, volunteer services and other lawful resources in support of approved public benefit activities.

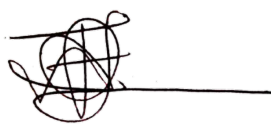
12.6 Community Development

The Foundation may support programmes that improve community resilience through education, food security, environmental sustainability, digital inclusion, youth development, enterprise development and social innovation.

13. Methods of Achieving the Objects

The Foundation may achieve its objects by:

- providing grants and financial assistance;
- providing educational resources and equipment;
- constructing, acquiring, leasing or improving facilities;
- entering into collaborative agreements;
- establishing innovation ecosystems;
- supporting research and demonstration projects;
- providing technical assistance;
- facilitating mentorship and coaching;
- promoting volunteerism;
- supporting capacity building;
- facilitating public-private partnerships;
- managing donor-funded programmes;
- commissioning research;
- advocating for improved educational opportunities;
- developing pilot projects capable of national replication.



14. Beneficiaries

The beneficiaries of the Foundation, **through its partnering beneficiary institutions**, shall include, but not be limited to:

- children;
- youth;
- women;
- unemployed persons;
- educators;
- students;
- entrepreneurs;
- schools;
- related tech hubs
- TVET colleges (excluding government institutions);
- higher education institutions (excluding government institutions);;
- community organisations;
- public benefit organisations;
- qualifying public institutions; and
- disadvantaged and underserved communities.

The Foundation shall conduct its activities in a manner that promotes equitable access to opportunities and public benefit without unfair discrimination.

CHAPTER 4

POWERS OF THE FOUNDATION

15. General Powers

In furtherance of its public benefit objects, and subject to applicable legislation, the Foundation shall have all powers reasonably necessary or incidental to achieving its objects.

Without limiting the generality of the foregoing, the Foundation may exercise the powers set out below.

16. Resource Mobilisation

The Foundation may:

- solicit and receive donations, grants, sponsorships, bequests and endowments;
- establish capital campaigns;
- undertake lawful fundraising activities;
- receive local and international development funding;
- receive gifts of money, land, buildings, equipment and intellectual property;
- establish donor funds, named funds and endowment funds;
- receive volunteer services and professional support.

17. Infrastructure Development

The Foundation may acquire, establish, develop, improve, equip, lease, maintain, manage or dispose of infrastructure that advances approved public benefit activities, including:

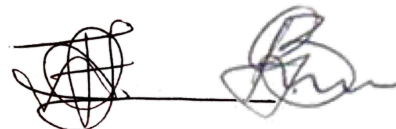
- schools;
- technology hubs;
- digital learning centres;
- innovation centres;
- training facilities;
- STEM laboratories;
- robotics laboratories;
- maker spaces;
- libraries;
- media centres;
- agricultural learning facilities;
- entrepreneurship centres;
- conference and training facilities;
- student accommodation where incidental to educational programmes; and
- any other facilities that promote education, skills development and community advancement.

18. Institutional Development

The Foundation may establish, incubate, strengthen, support or collaborate with institutions that advance its public benefit objectives.

Such institutions may include:

- schools;
- Selected TVET colleges that serve the poor (excluding government);
- community learning centres;

- public benefit organisations;
- community organisations;
- innovation ecosystems;
- youth development programmes;
- enterprise development initiatives; and
- any other lawful public benefit institution.

19. Partnerships

The Foundation may enter into partnerships, memoranda of understanding, strategic alliances or cooperative agreements with:

- National Government Departments;
- Provincial Governments;
- Municipalities;
- Public Entities;
- TVET Colleges;
- Universities;
- Schools;
- Tech hubs
- SETAs;
- QCTO-accredited institutions;
- Professional bodies;
- Mining companies;
- Corporate organisations;
- Development finance institutions;
- International organisations;
- Faith-based organisations;
- Community-based organisations;
- Public Benefit Organisations; and
- other lawful entities.

20. Ownership of Property

The Foundation may purchase, lease, hire, construct, renovate, improve, develop, manage, mortgage, sell or otherwise deal with movable and immovable property, provided such activities directly support its public benefit objects.





21. Financial Powers

The Foundation may:

- open and operate bank accounts;
- establish investment accounts;
- establish reserve funds;
- establish endowment funds;
- establish scholarship and bursary funds;
- invest surplus funds prudently;
- appoint investment managers;
- receive foreign donations in accordance with applicable law;
- administer donor-restricted funds; and
- manage trust funds established for approved public benefit purposes.

22. Intellectual Property

The Foundation may develop, acquire, licence, protect and use:

- educational materials;
- digital learning platforms;
- research;
- publications;
- software;
- online courses;
- trademarks;
- copyrights;
- patents;
- databases; and
- other intellectual property that supports its mission.

Any income derived from such intellectual property shall be applied exclusively towards the Foundation's public benefit objects.

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23. Research and Innovation

The Foundation may:

- commission research;
- conduct needs assessments;
- evaluate programmes;
- publish reports;
- develop pilot projects;
- support innovation;
- establish demonstration projects;
- test new educational models;
- support technology transfer; and
- disseminate knowledge for public benefit.

24. International Cooperation

Subject to applicable South African legislation, the Foundation may cooperate with regional, continental and international organisations in furtherance of its public benefit objectives.

25. Incidental Trading

The Foundation may undertake lawful trading activities that are directly related to, and substantially support, its approved public benefit activities, provided that:

- such activities remain ancillary to its primary public benefit purpose;
- any surplus generated is applied exclusively towards its public benefit objects; and
- all applicable provisions of the Income Tax Act relating to approved Public Benefit Organisations are complied with.

26. Limitation of Powers

Nothing contained in this Memorandum shall authorise the Foundation to carry on any activity inconsistent with:

- the Companies Act;
- the Income Tax Act;
- the requirements applicable to approved Public Benefit Organisations;
- Section 18A where applicable; or
- any other legislation governing non-profit entities in the Republic of South Africa.



Next section:

Powers of the Organisation, Governance and Board of Directors, Executive Management, Financial Governance, Section 30 and Section 18A compliance, Amendment procedures, and Dissolution.

CHAPTER 4

POWERS OF THE FOUNDATION

15. General Powers

15.1 The Foundation shall have all the legal powers and capacity of an individual to the extent permitted by the Companies Act, 71 of 2008, except to the extent that a juristic person is incapable of exercising any such power or where this Memorandum provides otherwise.

15.2 The Organisation may perform every lawful act reasonably necessary to achieve its stated public benefit objects.

15.3 Without limiting the generality of the foregoing, the Organisation may—

- (a) solicit, receive and administer donations, grants, sponsorships, bequests and endowments;
- (b) acquire, lease, hire, improve, construct, maintain, mortgage or dispose of movable and immovable property;
- (c) establish, equip and maintain educational, technological, research, agricultural and community facilities;
- (d) purchase, lease or otherwise acquire equipment, vehicles, software, intellectual property and infrastructure required for its activities;
- (e) enter into contracts, memoranda of understanding and strategic partnerships;
- (f) appoint employees, consultants, volunteers and service providers;
- (g) establish scholarship, bursary and educational assistance funds;
- (h) establish reserve and endowment funds;



- (i) invest surplus funds prudently in accordance with an approved Investment Policy;
- (j) receive local and international funding in accordance with applicable legislation;
- (k) undertake lawful fundraising activities;
- (l) establish or support public benefit programmes and projects;
- (m) conduct research, publish reports and disseminate educational information;
- (n) own, licence, develop and protect intellectual property;
- (o) do all such lawful acts as are incidental or conducive to achieving its public benefit objects.

CHAPTER 5

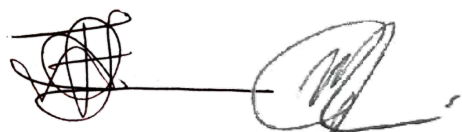
GOVERNANCE

16. Governance Principles

The Organisation shall be governed according to the principles of—

- accountability;
- transparency;
- ethical leadership;
- integrity;
- stewardship;
- independence;
- fairness;
- responsible financial management;
- sustainability; and
- compliance with applicable legislation.

The Board shall exercise its fiduciary duties in accordance with the Companies Act and applicable common law.



17. Board of Directors

17.1 The affairs of the Organisation shall be governed by a Board of Directors.

17.2 The Board shall be responsible for—

- protecting the Organisation's public benefit purpose;
- determining strategic direction;
- approving policies;
- safeguarding assets;
- ensuring compliance with legislation;
- overseeing financial sustainability;
- appointing and supervising the Executive Director;
- approving annual budgets;
- monitoring organisational performance.

18. Composition

18.1 The Organisation shall have not fewer than three (3) Directors.

18.2 The long-term objective shall be a Board consisting of between seven (7) and eleven (11) Directors.

18.3 Directors shall collectively possess appropriate knowledge and experience in areas including—

- Law
- Finance
- Accounting
- Corporate Governance
- Education
- Skills Development
- Technology
- Engineering
- Human Resources
- Entrepreneurship



- Fundraising
- Marketing and PR
- Community Development
- Infrastructure
- Research
- Innovation

18.4 The Board shall, as far as reasonably practicable, include a majority of Independent Non-Executive Directors.

19. Appointment

Directors shall be appointed by Board Resolution in accordance with the Companies Act.

Appointments shall be based upon—

- integrity;
- competence;
- independence;
- commitment to public benefit;
- ability to contribute strategically.

20. Term of Office

Directors shall ordinarily serve three-year terms and shall be eligible for reappointment.

The Board may stagger appointments to ensure continuity.

21. Meetings

The Board shall meet not fewer than four times each financial year.

Meetings may be held physically or electronically.

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22. Quorum

A majority of serving Directors shall constitute a quorum.

23. Voting

Each Director shall have one vote.

Resolutions shall ordinarily be adopted by simple majority.

24. Conflict of Interest

Every Director shall disclose any actual or potential conflict of interest.

A conflicted Director shall not participate in deliberations or voting on the relevant matter.

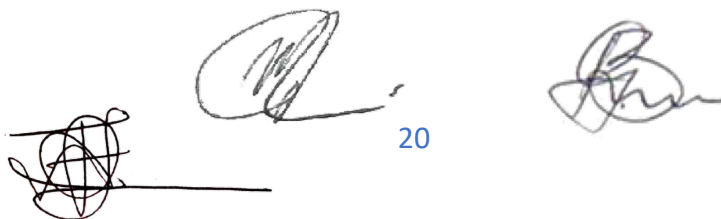
The Organisation shall maintain a Register of Interests.

25. Board Committees

The Board may establish committees including—

- Audit and Risk;
- Finance and Investment;
- Governance and Nominations;
- Human Resources;
- Programmes and Impact;
- Resource Mobilisation.
- Advocacy and Publicity

Committees shall operate under written Terms of Reference approved by the Board.



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CHAPTER 6

EXECUTIVE MANAGEMENT

26. Executive Director

The Board may appoint an Executive Director. Members of the Board will not be allowed to apply for the Executive Director/CEO position.

The Executive Director shall—

- manage the day-to-day affairs of the Organisation;
- implement Board-approved strategy;
- manage staff;
- administer programmes;
- report to the Board through the Chairperson (The chairperson may the .
- take instructions from the founder/visionary or executive chairperson (if applicable), in liaison with the chairperson of the board

27. Delegated Authority

The Executive Director shall exercise only those powers delegated in writing by the Board.

Without prior Board approval, the Executive Director shall **not**—

- amend organisational strategy;
- incur debt;
- dispose of any assets;
- establish subsidiary entities;
- materially amend approved budgets;
- appoint senior executives or relatives, without board approval
- single-handedly appoint service providers without approval by the board
- single-handedly issue/apportion/approve funding to anyone or any institution without board approval
- create executive positions outside approved structures;
- enter into contracts exceeding delegated financial limits.
- commit to strategic partnerships without approval by the board



- accept bribes
- conduct public announcements without approval by the executive or non-executive chairperson, depending on the job spec stipulations.

28. Representation

No Director, Officer, Employee or Volunteer may represent the Organisation beyond the authority delegated by the Board.

CHAPTER 7

FINANCIAL MANAGEMENT

29. Financial Governance

The Organisation shall maintain sound financial management systems.

Proper accounting records shall be maintained in accordance with applicable legislation.

30. Banking

The Board shall approve all banking arrangements.

The Organisation shall operate through bank accounts held in its own name.

31. Financial Year

The financial year shall end on 31 December unless otherwise determined by the Board.

32. Budget

The Board shall approve an annual operating budget.

Material deviations shall require Board approval.



33. Audit and Financial Reporting

Annual Financial Statements shall be prepared in accordance with applicable legislation.

Where required, the financial statements shall be independently audited or independently reviewed.

34. Procurement

The Organisation shall adopt procurement policies based upon—

- fairness;
- transparency;
- competitiveness;
- value for money;
- accountability.

35. Investments

Investments shall prioritise capital preservation, liquidity and prudent growth.

All investment income shall be applied exclusively towards the Organisation's public benefit objects.

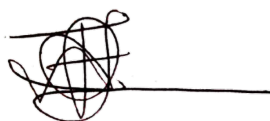
CHAPTER 8

PUBLIC BENEFIT ORGANISATION COMPLIANCE

36. General

The Organisation intends to qualify as an approved Public Benefit Organisation under Section 30 of the Income Tax Act.

All activities shall be conducted exclusively in furtherance of approved Public Benefit Activities.



37. Non-distribution Constraint

The income and property of the Organisation shall be applied solely towards achieving its stated public benefit objects.

No portion shall be distributed directly or indirectly to any person except as reasonable compensation for services actually rendered.

38. Fiduciary Responsibility

The Organisation shall at all times have at least three persons, who are not connected persons in relation to each other, to accept fiduciary responsibility for the Organisation.

39. Personal Benefit

No Director, Employee or Officer shall receive any economic benefit inconsistent with the requirements of Section 30 of the Income Tax Act.

40. Political Activities

The Organisation shall not support, promote, fund or oppose any political party.

41. Business Undertakings

Any trading activity shall remain subordinate to and directly supportive of the Organisation's public benefit activities and shall comply with the Income Tax Act.

CHAPTER 9

SECTION 18A

42. Donations

Where approved by SARS, the Organisation may issue Section 18A receipts for qualifying donations.

43. Restricted Funds

Section 18A donations shall be utilised solely for qualifying Public Benefit Activities approved under Section 18A.

Separate accounting records shall be maintained.

44. Records

The Organisation shall maintain proper records of—

- donors;
- donations received;
- Section 18A receipts issued;
- expenditure of donated funds.

CHAPTER 10

AMENDMENTS

45. Amendment of this Memorandum

This Memorandum may be amended only by Special Resolution adopted in accordance with the Companies Act.

No amendment shall permit the Organisation to operate other than for public benefit purposes.

No amendment affecting the Organisation's Public Benefit Organisation status shall take effect without compliance with the Income Tax Act.

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CHAPTER 11

DISSOLUTION

46. Winding-up

Upon dissolution of the Organisation, after satisfaction of all liabilities, the remaining assets shall be transferred to—

(a) another Public Benefit Organisation approved under Section 30 of the Income Tax Act;

or

(b) an institution, board or body exempt from income tax under section 10(1)(cA)(i) which carries on substantially similar public benefit activities;

or

(c) the State where the assets will be used exclusively for one or more approved Public Benefit Activities.

No Director, Officer, Employee, Founder or other person shall receive any distribution of the Organisation's remaining assets.

47. CERTIFICATION

This Memorandum of Incorporation was adopted by the Incorporator(s) of Africa Tech Hub Foundation NPC and shall constitute the constitutional document governing the affairs of the Organisation, subject to the Companies Act, 71 of 2008 and all applicable legislation of the Republic of South Africa.

Signed at: Rustenburg

On this ^{28 th} _____ day of _____ February _____ 20 ²⁶ _____

Founder / Incorporator





Director



Director



Contact: Ms Dudu Fortune Bogatsu
Email: foundation@afriatechub.co.za
<https://www.afriatechub.co.za>
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