



W3 FOUNDATION – DRAFT SOUTH AFRICAN NPC FOUNDING CONSTITUTION / MOI SCHEDULE

IMPORTANT STATUS NOTICE

This document is a founding draft prepared for the proposed W3 Foundation. It is not evidence of registration, tax exemption, charitable status or regulatory approval. The final governing documents must be reviewed, completed and executed in the form required by the relevant authorities.

Proposed jurisdiction: Republic of South Africa. Proposed structure: Non-Profit Company (NPC), preferably without members, subject to CIPC and professional advice.

1. Name and legal form

The proposed entity shall be known as W3 Foundation NPC, subject to name reservation and CIPC approval. It shall be incorporated as a non-profit company and shall operate without the distribution of profits to directors, officers or other persons, except for lawful and reasonable remuneration or reimbursement for services and expenses.

2. Objects

The NPC's primary objects are to promote public benefit through education; relief of poverty and hardship; healthcare and wellbeing; humanitarian assistance; community development; employment, enterprise and skills development; leadership development; and related charitable activities permitted by South African law.

3. Public benefit and non-distribution

The NPC shall apply its income and property solely to advance its stated objects. No portion shall be distributable to an incorporator, director, officer or related person except as reasonable compensation for services actually rendered or as otherwise permitted by law.

4. Separate legal personality

The NPC shall have an identity and existence distinct from its directors and office-bearers and shall continue notwithstanding changes in its directors or officers.



5. Board of directors

The NPC shall have at least three directors, or such higher minimum as is specified in the final MOI. The Board shall be collectively responsible for strategy, governance, financial stewardship, compliance, risk and the achievement of the NPC's objects.

6. Chair and officers

The directors shall appoint a Chair and may appoint a Treasurer, Secretary and other officers. The roles and delegated authorities shall be recorded in Board resolutions and policies.

7. Meetings and quorum

The Board shall meet at least quarterly. The quorum shall be a majority of directors, subject to the final MOI and Companies Act requirements. Decisions shall be documented in minutes and resolutions.

8. Conflicts of interest

Every director shall disclose any direct or indirect financial, family, professional or other interest that may conflict with the interests of the NPC. A conflicted director shall comply with the Companies Act and the NPC's conflict policy and shall not improperly influence the decision.

9. Related-party transactions

Transactions involving directors, founders or connected persons shall be subject to enhanced scrutiny, disclosure, recusal and approval procedures. Charitable resources must never be diverted for private benefit.

10. Financial controls

The NPC shall maintain proper accounting records, prepare annual financial statements and maintain bank accounts in its own name. The Board shall approve budgets, delegated authorities, payment controls and financial reporting procedures.

11. Grant-making

The NPC may make grants or provide assistance to qualifying organisations, programmes and beneficiaries where the activity advances its objects. Appropriate due diligence, written approvals, monitoring and records shall be maintained.



12. International activity

The NPC may support charitable activities outside South Africa where lawful, where the activity furthers its objects and where appropriate controls exist for cross-border payments, sanctions, anti-fraud, safeguarding and reporting.

13. Amendment

The founding document may be amended only by the process required under the Companies Act, the NPC's final MOI and any applicable NPO/PBO requirements. Where an amendment affects tax-exempt or public-benefit status, the relevant authority shall be notified or approval obtained where required.

14. Dissolution and asset lock

Upon winding-up or dissolution, after liabilities are satisfied, remaining assets shall be transferred to one or more non-profit organisations or public-benefit entities with similar objectives and shall not be distributed to directors, incorporators or private persons.

15. Financial year

The financial year-end shall be determined in the final MOI and recorded with the relevant authorities.

16. Records and reporting

The NPC shall retain accounting, governance, donor, grant and compliance records for the periods required by applicable law and shall submit required reports to CIPC, the Department of Social Development and SARS where applicable.

17. Registration status

Until registration is completed, the organisation shall describe itself only as a proposed or founding charitable foundation and shall not represent that it is a registered NPO, approved PBO or Section 18A organisation.

Schedule A – Proposed initial directors

Director 1	Name: _____ Signature: _____
Director 2	Name: _____ Signature: _____
Director 3	Name: _____ Signature: _____



Additional director	Name: _____ Signature: _____

Schedule B – South African registration pathway

- Reserve/confirm the W3 Foundation name with CIPC.
- Prepare and file the prescribed NPC incorporation documents/MOI.
- Obtain the CIPC registration certificate and company records.
- Apply to the Department of Social Development for NPO registration, if that route is selected.
- Apply to SARS for PBO approval under section 30 where eligible.
- If donor tax deductibility is required, assess and apply separately for Section 18A approval.
- Adopt governance, finance, grant-making, safeguarding and conflict policies.
- Maintain statutory and regulatory reporting calendars.

South African Government guidance confirms that an NPC can be registered as a non-profit company and that a minimum of three incorporators/directors is required. NPO registration is a separate process, and SARS PBO approval is also separate. [turn1search13](#) [turn1search0](#) [turn1search8](#)

For NPO registration, the founding document must satisfy section 12 of the Nonprofit Organisations Act. The Department of Social Development states that the founding document must contain the statutory requirements and that registered NPOs have ongoing reporting obligations.

[turn1search0](#) [turn1search9](#)