

WEGROYOU · INVESTORS · DONORS · GOVERNMENT · INTERNAL

# WeGroYou NPC + Co-op Constitution (draft)

Version v1 · May 2026

## STATUS

This is a structured draft for review by South African legal counsel (e.g. Cliffe Dekker Hofmeyr or ENS). It is not yet filed and does not constitute legal advice.

## 1. Name and form

WeGroYou NPC, registered as a non-profit company under the Companies Act 71 of 2008. The NPC operates with a co-operative governance overlay defining member seats, voting rights and reserved matters.

## 2. Objects

- To own and steward the WeGroYou campus at 15 Union Street, Franschhoek, in the public interest.
- To operate, or cause to be operated, the WeGroYou Basic School, with a scale-out target of 700 → 20,000 learners over five years.
- To support the development of vertical academies (Chefs, Rangers, Sportif, Ventures, Studio) on campus.
- To hold and license the Wegro.africa IP pool for the benefit of the NPC and its mission.
- To distribute surplus to a sister PBO funding valley youth and education programmes.

## 3. Members

Membership is by invitation of the board, subject to fit with the NPC's objects. Members hold one of the seats listed in the Governance Structure document. Each member holds one vote regardless of contribution. Members are not entitled to any distribution.

## 4. Board

Seven directors. Two-year maximum terms with one-third rotation per year. The independent chair is appointed by the board. Quorum is five directors. Ordinary resolutions require a simple majority. Reserved matters require a 75% supermajority of all directors (not just those present).

## 5. Distributions

The NPC may not distribute to its members. After funding the annual R12m operating reserve, 30% of EBITDA flows to a sister PBO that funds the school programme and valley youth initiatives. The remainder is reinvested.

## 6. Conflicts

Directors must declare conflicts and recuse themselves from related decisions. The independent chair maintains the conflicts register.

## **7. Dissolution**

On dissolution, all NPC assets vest in another South African PBO with a substantially similar mission. No private party has any residual claim.

## **8. Amendments**

Amendments to this constitution are a reserved matter and require a 75% supermajority of the board.