

**THE REPUBLIC OF MAURITIUS**

**CHARTER**

**OF THE**

**NATIONAL CORPORATE SOCIAL RESPONSIBILITY  
FOUNDATION**

## **1. INTERPRETATION**

In this Charter, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

The Charter will be subject to the overriding provisions of the Act.

| <b>Expressions</b>                                      | <b>Meaning</b>   |
|---|--|
| 1.1 Act   | The Foundations Act 2012 of the Republic of Mauritius  |
| 1.2 Council   | The Council of the Foundation  |
| 1.3 Charter   | This Charter as originally framed or as from time to time amended  |
| 1.4 Minister  | The Minister to whom responsibility for the subject of social integration and economic empowerment is assigned   |
| 1.5 National Corporate Social Responsibility Foundation | The NCSR Foundation or the Foundation  |
| 1.6 Person  | An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons  |
| 1.7 Ordinary Resolution                                 | A resolution passed if it is proposed as such and more votes are cast in favour of the resolution than are cast against it by such Members of Council as, being entitled to do so, vote in person or by proxy at a meeting of Members of Council |
| 1.8 Special Resolution                                  | A resolution passed by a majority of not less than three-fourths of such Members of Council as, being entitled so to do, vote in person or by proxy at a general meeting convened for the purpose of voting such a resolution                    |
| 1.9 Seal  | The common seal of the Foundation  |

- 1.10 “written” or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or re-producing words in a visible form, including telex, telegraph, cable, facsimile or other form of writing produced by electronic communication
- 1.11 Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in this Charter.
- 1.12 Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in this Charter, it shall equally, where the context admits, include the others.
- 1.13 A reference to money in this Charter is a reference to the legal currency of the Republic of Mauritius, unless otherwise stated.

## **2.0 NAME AND REGISTERED OFFICE OF THE FOUNDATION**

- 2.1 The name of the Foundation is the “National Corporate Social Responsibility Foundation”.
- 2.2 The registered office of the Foundation will be situated at 7<sup>th</sup> Floor, Garden Tower, La Poudrière Street, Port-Louis.

## **3.0 OBJECTS AND POWERS OF THE FOUNDATION**

- 3.1 The objects of the Foundation will be to:
- (a) Undertake programmes and projects for the benefit of individuals and families registered under the Social Register of Mauritius (SRM) and of vulnerable groups in the following priority areas:
- (i) Socio-economic development as a means for poverty alleviation;
  - (ii) Educational support and training;
  - (iii) Social housing;
  - (iv) Supporting people with disabilities;
  - (v) Dealing with health problems;
  - (vi) Family protection including gender-based violence;

- (vii) Leisure and sports;
- (viii) Environment and sustainable development;
- (ix) Peace and nation-building;
- (x) Road Safety and Security; and
- (xi) And such other areas as may be determined by the Founder.

In addition, advocacy, capacity building and research are fields to be considered as cross-cutting across all the above-listed priority areas.

The Council is entitled to define and be guided by any such codes, policies, explanatory notes and any other internal regulations to further detail programmes and projects qualifying under each of the above-listed priority areas.

- (b) For the purposes of the CSR guidelines, vulnerable groups are defined as follows:
  - (i) Children and/or adults living below the poverty line, as defined by Government;
  - (ii) Children and /or adults living below the absolute poverty line, as defined by the World Bank;
  - (iii) Children and/or adults with disabilities and/or suffering from a severe disease;
  - (iv) Abused children and/or adults;
  - (v) Neglected/Abandoned children and orphans;
  - (vi) Street children,including (a) children who live and sleep in the street; and (b) children who are in the street during the day but sleep in the family home;
  - (vii) Teenage mothers;
  - (viii) Children with parents in prison;
  - (ix) Children in conflict with the law;
  - (x) Out-of-school and illiterate children and illiterate adults;
  - (xi) Children and/or adults suffering from substance abuse;
  - (xii) And such other stigmatized, discriminated, most-at-risks group as determined by the Founder.
- (c) Establish and update a register of NGOs dealing in the specific priority areas listed above and any other areas as determined by the Founder, and to allocate CSR funds accordingly;
- (d) Request and examine call for proposals for the implementation of projects by NGOs in the above-listed priority areas;
- (e) Monitor and evaluate CSR programmes;

- (f) Serve as a platform for coordination and communication among all stakeholders;
- (g) Liaise with the relevant Ministries when the Council finds it fit that the proposals for the implementation of projects by NGOs fall within the direct scope of responsibilities of the concerned ministries for actions to be taken by the latter; and
- (h) Promote awareness of, adherence to and compliance with the United Nations Sustainable Development Goals 2015-2030.

#### **4. FOUNDER**

- 4.1 The Founder of the National CSR Foundation is the Government of Mauritius acting through the Ministry of Social Integration and Economic Empowerment.
- 4.2 The address for the service of documents on the Founder in Mauritius shall be 9<sup>th</sup> Floor, Air Mauritius Centre, President John Kennedy Street, Port-Louis, Mauritius.

#### **5. ENDOWMENT**

- 5.1 The initial endowment to the Foundation may consist of assets transferred from the Founder without consideration to the Foundation and which shall form the initial assets of the Foundation.
- 5.2 The Foundation shall receive such funds as may be remitted to it by the Accountant General in accordance with section 50L (7) of the Income Tax Act.
- 5.3 Notwithstanding the provisions of sections 5.1 and 5.2 above, any other property may be endowed to the Foundation subject to the approval of its Council and with the consent of the Founder.
- 5.4 Upon the vesting of any asset in the Foundation, such assets shall become the sole property of the Foundation.

#### **6. BENEFICIARIES OF THE FOUNDATION**

- 6.1 The list of Beneficiaries shall be as follows:
  - (a) Individuals and families eligible under the Social Register of Mauritius;

- (b) Individuals and families recognized as vulnerable groups;
- 6.2 The rights of, and the restrictions applicable to, the Beneficiaries shall be those as stipulated by the Council.
- 6.3 The class of beneficiaries may be altered by the Founder.

## **7 NON-QUALIFYING ACTIVITIES UNDER THE FOUNDATION**

- 7.1 Contribution to any governmental institutions or any parastatal institutions;
- 7.2 Contribution to religious/spiritual activities;
- 7.3 Activities promoting alcohol, cigarettes and gambling;
- 7.4 Staff welfare and training of employees of a company and National CSR Foundation;
- 7.5 Natural disasters mitigation programme;
- 7.6 Sponsorship for marketing purposes for companies;
- 7.7 Any activity discriminating on the basis of race, place of origin, political opinion, sexual orientation, colour or creed and any other such anti-social behavior as enshrined in the Constitution.

## **8 COUNCIL OF THE FOUNDATION**

- 8.1 The Council of the Foundation shall consist of 11 members as follows:
  - (a) 1 Chairperson;
  - (b) 1 Representative from the Prime Minister's Office;
  - (c) 1 Representative from the Ministry of Finance and Economic Development;
  - (d) 1 Representative from the Ministry of Social Security, National Solidarity and Reform Institutions;
  - (e) 1 Representative from the Ministry of Social Integration and Economic Empowerment;
  - (f) 2 Representatives from the Private Sector;
  - (g) 2 Representatives from Civil Society; and
  - (h) 2 Representatives from the Academia.

- 8.2 The Council shall make provisions for the Founder for hosting 2 beneficiaries of the Foundation as coopted members who shall be considered as full-fledged members of the Council but who shall have no voting power.
- 8.3 In case of equality of votes, the Chairperson shall have a casting vote.
- 8.4 The Founder reserves the right to vary in any manner deemed appropriate both the composition of the Council as well as the number of members constituting it.
- 8.5 All the members of the Council shall be appointed and shall hold office on such terms and conditions as may be approved in writing by the Founder.
- 8.6 In view to ensure the proper functioning of the Foundation and with respect of its objects, the Council may appoint, from time to time, such Committees with such powers and responsibilities as the Council may think appropriate.
- 8.7 A member who is absent in three consecutive meetings shall, unless valid reasons are provided, disqualify himself from being a member of the Council.

## **9. MEETINGS OF COUNCIL**

### **9.1 Holding of Meetings**

- (a) The Council shall hold meetings at least once a month.
- (b) A Member of Council may request for a meeting of the Council to be convened by giving notice in accordance with this Article. Such a request shall be submitted to the Chairperson at least seven days prior to the proposed date of the meeting. The Chairperson has a maximum of three days to accede to the request or otherwise. The request must be supported by two other Members of the Council.
- (c) A notice of a meeting of the Council shall be sent to every Member of Council, and the notice shall include the date, time, and place of the meeting and the matters to be discussed.
- (d) Any irregularity in the notice of a meeting is waived where all Members of Council entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or where all Members of Council entitled to receive notice of the meeting agree to the waiver.





## 9.2 Methods of holding meetings

- (a) The Council or any Committee thereof may meet at such times and in such manner and places within the Republic of Mauritius as the Council may determine to be necessary or desirable.
- (b) A Member of Council shall be deemed to be present at a meeting of the Council if he participates by telephone or other electronic means and all Members of Council participating in the meeting are able to hear each other.

## 9.3 Quorum

- (a) A quorum for a meeting of the Members of Council shall be fixed by the Council and if not so fixed shall be a majority of the Members of the Council.
- (b) No business may be transacted at a meeting of Members of the Council if a quorum is not present.

## 9.4 Voting

- (a) Every Member of Council shall have one vote.
- (b) A resolution of the Council is passed if it is agreed to by all Members of Council present without dissent or if a majority of the votes cast on it are in favour of it.
- (c) A Member of Council present at a meeting of the Council is presumed to have agreed to, and to have voted in favour of, a resolution of the Council unless he expressly dissents from or votes against the resolution at the meeting.

9.5 The Council shall ensure that minutes are kept of all proceedings at meetings of the Council.

## 9.6 Resolution in writing

- (a) A resolution in writing, signed or assented to by all Members of Council then entitled to receive notice of a Council meeting, is as valid and effective as if it had been passed at a meeting of the Council duly convened and held;

- (b) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more Members of Council;
- (c) A copy of any such resolution must be entered in the minutes' book of Council proceedings; and
- (d) The Secretary-General of the Foundation shall issue a certified true copy of the Resolutions passed.

#### **10.0 STAFF OF THE FOUNDATION**

- 10.1 The staff of the Foundation shall consist of a Secretary-General who shall be the chief executive officer of the Foundation and any such qualified technical and other personnel as may be required to fulfil the administrative functions of the Foundation.
- 10.2 The overriding consideration in the recruitment and employment of the staff and in the determination of their conditions of service shall be the necessity of securing the highest standards of efficiency, competence and integrity.
- 10.3 The staff shall be appointed by the Council with the prior written consent of the Founder. The terms and conditions on which they shall be appointed, remunerated and dismissed shall be determined by the Council and subject to the approval in writing of the Founder.

#### **11.0 ARTICLES OF FOUNDATION**

- 11.1 The Council shall have power to make such Articles as may be deemed necessary in accordance with section 10 of the Act.

#### **12.0 RESIDENCE AND GOVERNING LAW OF THE FOUNDATION**

- 12.1 The Foundation shall be resident and domiciled in Mauritius.
- 12.2 The Foundation shall be governed by the Foundations Act and shall be subject to all applicable laws and regulations of the Republic of Mauritius.

**13.0 AMENDMENT OF CHARTER**

13.1 The Council may, with the prior written consent of the Founder, change the name of the Foundation or amend or modify this Charter in accordance with provisions of the Act.

**14.0 CONFIRMATION AND EXECUTION**

We confirm that this document is the Charter of National Corporate Social Responsibility Foundation dated .....