

CONSTITUTION
ZWARTKOPS CONSERVANCY

1. Name

The name of the Association shall be "Zwartkops Conservancy". Formerly known as the Zwartkops Trust.

2. Office

The office of the Association shall be situate in the District of Port Elizabeth or Uitenhage or at such other convenient place as the Executive Committee may at any time determine; branch offices may be established if necessary.

3. Association Year

For all purposes of the Association's year shall terminate on the last day of February in each year; including the first "year" from the date of the Association's establishment upon the adoption in due form of this Constitution.

4. Objects

The objects of the Association are to co-ordinate and encourage positive development of the Zwartkops River and its tributaries and environs from the sources to the mouth of the Zwartkops River, to the end that the natural advantages of all relevant parts of the area, traversed by the river and its tributaries, shall be preserved and developed and, in particular, to encourage the preservation of all wildlife in the area, including fauna, flora, fish, shell-fish and bird life within the area and the tidal waters and mud flats of the river estuary, and, for the achievement of the above objects and without derogating from the generality thereof:

4.1. To assist in every way possible the Government of the Republic of South Africa and any other competent authorities, in the drafting, promulgation, amendment and enforcement of laws and regulations for the protection of all marine, animal, flora and avian life in and around the area, and in inland and tidal waters generally throughout the Republic.

4.2. To protect and further the interests and safety of anglers, yacht clubs, rowing boats, speedboat clubs, underwater sportsmen, surfers, swimmers and other recreational users of the river.

4.3. To promote and assist the hotel and tourist trade through the improvement of angling, swimming, diving underwater-fishing, surfing boating and yachting facilities in or near the area.

4.4. To foster interest in the ~~con~~serv~~er~~vation and preservation of all forms of marine, animal, floral and avian life and to assist in the collection of

scientific knowledge thereof.

- 4.5. To secure consultation with authorities, concerned with the development of the area in respect of projects for industrial, commercial or land development, with the object of ensuring that such development be planned or permitted in such a way as to further the objects set out in clauses 4.1 and 4.4 hereof.
- 4.6. To affiliate, co-operate and exchange information with any person or association of persons whether incorporated or unincorporated, having objects similar to those set out above and who are desirous of furthering such objects.
- 4.7. To collection subscriptions, donations and contributions in cash or in property, whether movable or immovable, to provide finance for the achievement of the Association's objects.
- 4.8. To acquire by purchase, or otherwise, land, buildings, vehicles, boats or other movable property necessarily required for the attainment of the Association's objects and to sell, develop, let or lease, hire out and turn to account any property so acquired.
- 4.9. To invest any funds not immediately required for the purposes of the Association and to re-invest the income from such investments and to realise and re-invest from time to time any such securities.
- 4.10. To make grants or donations to any person or body for the purpose of financing any work, project or activity likely to advance the objects of the Association.
- 4.11. To borrow money and to secure the repayment thereof by pledging or mortgaging any of the assets of the Association, whether movable or immovable.
- 4.12. To prepare, publish and disseminate such publications as may be considered likely to advance and objects of the Association.
- 4.13 To appoint suitable staff or contractors to assist the Committee in achieving the Objects of the Association and pay such tariff/fee as may be required.
- 4.14 To appoint bankers and auditors to the Society.
- 4.15 To ensure that the activities of the Organisation are carried on in a non-profit manner and with an altruistic or philanthropic intent
- 4.16 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.

5. Membership

Membership shall be open to:

- 5.1. Individual persons;
- 5.2. Corporate members, which shall be any club, association or society;

- 5.3. Life Members, which shall be confined to individual persons. Life Membership shall be available only to members who have paid their Membership Fees in full for the preceding five years or more. The Life Membership fee will be ten times the amount for Ordinary membership (~~18/09/2002~~).
- 5.4. Consultant members, who may be such individuals or representatives of public bodies as may be determined by the Committee and shall be appointed each year.
- 5.5. Honorary Life Membership, which will be granted at the discretion of the Executive Committee to longstanding active members of the Trust who are not already Life Members (~~29/05/1990~~).

6. Election and Termination of Membership

- 6.1. No application for Individual, Corporate or Life Membership shall be considered unless submitted in writing to the Secretary and accompanied by the appropriate subscription. Admission to membership shall be at the sole discretion of the Committee, which shall not be required to furnish to any person or to the Association in general meeting its reasons for any decision to admit or exclude any member.
- 6.2. Termination of membership of the Association or the Executive Committee, may be considered if the actions (or lack thereof), conduct or possible conduct of such member is considered by the Executive Committee to be contrary or detrimental to the objects or name of the Association.

The member must be notified in writing of the consideration and must be given the opportunity to state his / her case at a meeting of the Executive Committee held for the purpose of:

- 6.2.1. officially tabling the consideration,
- 6.2.2. hearing the member's reply on the consideration and,
- 6.2.3. making a decision on the matter, which decision shall be recorded in writing and notified to the member within four weeks of the meeting. Such decision shall be regarded as final.

7. Subscriptions

There shall be no entrance fees but subscriptions, payable in advance, shall be:

7.1. individual members	-	R 10050.00 per annum;
7.1.7.2. Pensioners	-	R50
7.2.7.3. Corporate members & Clubs	-	R 750500.00 per annum.
7.4. Life members	-	R 10500.00 .
7.5. University & college students		R50.00
7.3.7.6. School pupils		no charge

Consultant members shall not be required to pay any subscription. The annual subscription shall be reviewed by the Executive Committee and, if changed, approved

at the following AGM.

8. Patrons

The Committee shall be empowered to appoint a Patron-in-Chief and such patrons of the Association as it may think fit.

9. Management of the Association

The Management of the Association's affairs shall be conducted by the Executive Committee, which shall consist of:

- 9.1.1 the Chairman;
- 9.1.2 The Vice-Chairman;
- 9.1.3 the Secretary; (attends to secretarial matters, records and minutes)
- 9.1.4 the Treasurer; (attends to financial matters and control of assets)
- 9.1.5 six (6) additional Executive Committee members;

with power to the Executive Committee to:

- 9.2.1 invite any individual person, official or representative of any club or organisation to attend committee meetings and join in committee deliberations.
- 9.2.2 to constitute sub-committees consisting of two or more members of the Executive Committee, plus such other number of members of the Association as may be deemed desirable, for the purpose of dealing with any of the aspects of the Association's objects which may be appropriately delegated to a sub-committee.
- 9.2.3 The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.

Note: At least three persons, who accept fiduciary responsibility for the public benefit organisation, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to the organisation.

10. Annual General Meeting

- 10.1. The Annual General Meeting shall be convened by the Executive Committee by not later than 30th September in each year. The Honorary Secretary shall forward each member, corporate member and life member, a minimum of twenty-one days notice of meeting and

the relative Agenda together with the Financial Report. Written notice of any items to be included in the Agenda shall be given by the member clubs and recognised sections to the Honorary Secretary so as to be received by him not later than the last day of May in the year in which the Annual General Meeting is to be held.

- 10.2. Quorum - Twenty persons entitled to vote as members shall constitute a quorum, which shall be established by a roll call. If no quorum is present within half an hour after the time fixed for the meeting, the meeting shall stand adjourned to a date 14 days later, at the same time and place, at such adjourned meeting the members then present shall be deemed to be a quorum and shall be entitled to transact all the business of the meeting.
- 10.3. Voting Rights
- 10.3.1. Each member shall be entitled to one vote, provided that an individual member, may in addition to his personal vote, vote on behalf of one corporate member only, if he is delegated in writing as the representative at the meeting of that corporate body.
- 10.3.2. Members of the retiring committee shall be entitled to vote.
- 10.3.3. The Chairman of the meeting shall have a casting vote and a deliberate vote.
- 10.3.4. Consultant members shall have no voting rights.
- 10.4. Chairman
- The Chairman of the Executive Committee shall take the chair and failing him, the Vice Chairman. In the event of the absence of the Chairman and Vice Chairman, the meeting shall elect a chairman from the members present.
- 10.5. Business
- The business of the Annual General Meeting shall be as follows:
- 10.5.1. Notice of the meeting and thereafter the minutes of the previous Annual General Meeting shall be read or by resolution taken as read.
- 10.5.2. The Chairman's and Committee's Reports shall be read.
- 10.5.3. The Balance Sheet and Income and Expenditure Account, together with the Auditor's Report shall be tabled and considered.

- 10.5.4. Any proposed amendments to the Constitution of which notice may have been given shall be decided.
- 10.5.5. The election of officers for the ensuing year shall be held either by show of hands or by secret ballot as the Chairman shall determine.
- 10.5.6. The appointment of auditors for the ensuing year.
- 10.5.7. Any other matter duly appearing upon the agenda shall be discussed.

11. Special General Meetings

- 11.1. Special General Meetings shall be convened by the Committee either upon its own initiative or upon the written request of at least ten members. Such written requests shall clearly set forth the purpose for which the Special General Meeting is required.
- 11.2. Within fourteen days after receipt of such request, the Secretary shall forward each member a notice convening the Special General Meeting which shall give a minimum of twenty-one days notice of the meeting together with an Agenda. The rules governing procedure at Annual General Meetings shall apply mutatis mutandis to General Meetings save that:
 - 11.2.1. The business of the meeting shall be confined to the items or subjects set out in the Agenda.
 - 11.2.2. Twenty persons entitled to vote as members shall constitute a quorum which shall be established by a roll call. If no quorum is present within half an hour of the time fixed for the meeting then the meeting shall be disbanded and the purpose for which it was called shall lapse.

12. Executive Committee

- 12.1. The Committee shall consist of the office bearers described in section 9.
- 12.2. The Committee shall :
 - 12.2.1. Save at Annual General Meetings, represent and act for and on behalf of the Association in all matters and for all purposes.
 - 12.2.2. Fix dates and places of General Meetings and Committee Meetings.
 - 12.2.3. Interpret the meaning of any clause of this Constitution and adjudicate on any matter referred to it for decision.

- 12.2.4. In its discretion, co-opt any person or persons being members of a member club of the Association to serve on the Committee.
- 12.2.5. Appoint sub-committees as considered necessary for any special purpose with power to delegate to such sub-committee all or any of its powers.
- 12.2.6. Fill any vacancy that may occur on the Committee.

13. Committee Meetings

Subject to extreme circumstance dictating otherwise,

- 13.1. The Committee shall meet at least once in every three months.
- 13.2. Seven clear days written notice shall be given of meetings to the Committee members, and the Honorary Secretary shall post to each Committee Member the notice convening the meeting and the Agenda of such meeting.
- 13.3. At all meetings, five members, including the Chairman and Honorary Secretary, shall constitute a quorum. If no quorum is present within half an hour after the time fixed for the meeting, the meeting shall stand adjourned to a date seven days later at the same time and place, and at such adjourned meeting the Committee Members then present shall be deemed to be a quorum and shall be entitled to transact all the business of the Committee meeting.
- 13.4. If neither the Chairman nor the Vice-Chairman is present, the members present shall elect one of their number to act as chairman and in all cases the Chairman of the Committee meeting shall have a casting vote.
- 13.5. Upon instruction from the Chairman or upon requisition signed by four or more of the Committee members, the Honorary Secretary shall convene a special meeting of the Committee.

14. Finance

- 14.1. The Association shall open in its name and operate upon a Banking Current Account and an Investment Account at such Bank as may be determined by the Committee. All payments received by the Honorary Treasurer shall be banked by him/her within seventy-two hours of receipt thereof and such funds shall be used for assisting in the furthering of the Objects of the Association.
- 14.2. All cheques shall be signed by any two of the following : Treasurer and the Chairman or Vice-Chairman.
- 14.3. The Honorary Treasurer ~~and the Honorary Secretary are-is~~ authorised to make internet payments against the Association's bank account, provided that all such payments are authorised in writing as per 14.2. above before being made.

- 14.4. Proper books of account shall be kept reflecting all business transactions of the Association.
- 14.5. Any member club or individual member expelled or removed from the list of members for any reason whatsoever shall have no claim against the funds of the Association.
- 14.6. The Financial Year of the Association shall end on the last day of February in each year and a detailed Income and Expenditure Account shall be drawn up and circulated to all members within three months of that date.
- 14.7. The Association shall not be liable for debts incurred by any official of the Association without the sanction of the Committee.
- 14.8. The appointed Auditor shall at the end of each Financial Year examine the books of the Association and audit the income and Expenditure Account and Balance Sheet before they are circulated in terms of clause 14.5. hereof and presented at the Annual General Meeting.
- 14.9. No funds will be distributed to any person, other than in the course of undertaking any public benefit activity..
- 14.10. The funds of the public benefit organisation will be used solely for the objects for which it was established.
- 14.11. No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 14.12. No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 14.12-14.13. No resources will be used, directly or indirectly, to support, advance or oppose any political party.

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15. Corporate Existence

The Association shall be a body corporate having perpetual succession and capable of suing, being sued in its own name and able to own property, movable and immovable, corporeal and incorporeal, and acquire rights and obligations,. Procedural points not covered by this Constitution shall be decided by a majority of votes of those present and entitled to vote at an Annual General Meeting or Special General Meeting. The rights and obligations enjoyed by the Association are apart from those of its members or committee members who will;

- 15.1 not be answerable for the debts and engagements of the Association
- 15.2 have no right or title to any of the property or other assets of the Association
- 15.3 not be personally liable for any loss suffered by any person or organisation as a result of any act (or failure to act) which may occur as a result of the action of any Executive Committee member acting, in good faith, on behalf of the Association.

16. Amendments

This Constitution shall be amended only with the approval of two-thirds of the members present and entitled to vote at an Annual General Meeting or Special General Meeting of the Association, and written notice of the proposed Amendment shall be given to all members at least 21 days before such General Meeting. A copy of all amendments to the constitution under which the public benefit organisation was established, will be submitted to the Commissioner for the South African Revenue Service.

17. Dissolution

The Association may be dissolved if at least two-thirds of members present and entitled to vote at a General Meeting of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty-one days notice shall be given of such meeting and the notice convening the meeting shall clearly state the question of dissolution of the Association and disposal of its assets will be considered. If there is no quorum at such a General Meeting, the meeting shall stand adjourned for not less than one week and the members attending such adjourned meeting shall constitute a quorum.

The remaining assets of the organisation must be transferred to:

17.1 Any similar public benefit organisation, which has been approved in terms of section 30 of the Act.

17.2 Any institution, board or body which is exempt from payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or

17.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act.

Chairman _____

Secretary _____

Treasurer _____

Date _____

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