

CONSTITUTION OF THE DARGLE CONSERVANCY

Definitions:

In this document the following terms shall bear the following meanings:

- A *Committee* shall mean the Management Committee constituted in terms of section 4 hereof;
- B *Paid-up Member* shall mean an ordinary member who is not in arrears with respect to the payment of annual membership fees.
- C *The Conservancy* shall mean the Dargle Conservancy as hereby constituted
- D *KZNCA* shall mean the KwaZulu-Natal Conservancies Association
- E *Dargle Nature Reserve* shall mean that portion of the Conservancy, if any, which is registered as a nature reserve in terms of relevant legislation.
- F *Notice* shall mean a written notice sent by e-mail to a member at the e-mail address in the Conservancy's records and/or by posting a notice on the Conservancy's website.

1. NAME, STATUS, AFFILIATION AND GEOGRAPHIC AREA OF OPERATION

- 1.1. There is hereby constituted an organisation to be known as the Dargle Conservancy.
- 1.2. The Conservancy shall be a non-profit body with full legal capacity having an identity and existence distinct from its members or office-bearers and may sue and be sued in its own name. The Conservancy shall at the discretion of the Committee be entitled to seek registration as a Public Benefit Organisation.
- 1.3. The Conservancy shall have the power to own, acquire or sell fixed or movable property and to effect any lawful transactions in connection therewith.
- 1.4. The Conservancy shall have a continued existence notwithstanding changes in the composition of its membership or office-bearers.
- 1.5. The Conservancy shall be registered with Ezemvelo KZN Wildlife through the KZNCA.
- 1.6. The area of scope of the Conservancy shall include the whole of the Dargle Valley and its surrounding catchment area. The aforesaid notwithstanding, the

Conservancy shall be entitled to be active, in any way which is consistent with its objectives, outside the actual area comprising the conservancy.

2. OBJECTIVES

- 2.1. The primary objective of the Conservancy is to promote and protect the conservation of the total environment, including, but not limited to the promotion and protection of the bio-diversity of the Conservancy area, so as to maintain and promote its natural character, both intrinsically and visually.
- 2.2. The ancillary objectives of the Conservancy are:
 - 2.2.1. To generate interest in, and active commitment to sound environmental values, sustainable lifestyles, the conservation of indigenous fauna and flora, bio-diversity and the protection of the environment in the area by landowners, residents and other interested parties.
 - 2.2.2. To monitor proposed physical development in the area, and if deemed necessary, to object to and oppose any proposed development that would not be in keeping with the primary objective of the Conservancy.
 - 2.2.3. To encourage the formation and maintenance of a Dargle Nature Reserve as a formally protected area within the Conservancy.
 - 2.2.4. To promote and encourage public awareness of the problems, concerns and achievements of the Conservancy.
 - 2.2.5. To promote interest and participation in environmental education.
 - 2.2.6. To associate with, affiliate to, communicate with or exchange information with, any other organisation with similar objectives in order to achieve the above objectives.
 - 2.2.7. To raise funds or to invite and receive contributions to achieve the above objectives.

3. MEMBERSHIP

- 3.1. Membership shall be open, at the discretion of the Committee, to all persons who subscribe to the protection, promotion and furtherance of the objectives of the Conservancy.
- 3.2. The membership of the Conservancy shall comprise Ordinary members, Honorary members and Life members.

- 3.3. Application for membership shall be by means of written application, in such form as may be prescribed by the Committee, and shall be accompanied by the subscription fee.
- 3.4. The subscription fee payable to the Conservancy by its members shall be determined annually in advance by the Committee.
- 3.5. Subscriptions shall become due and payable on 1 March of each year whether or not a member has received a membership renewal notice.
- 3.6. A member who is in arrears in respect of annual membership fees shall not be entitled to vote at any meeting of the Conservancy, nor to propose or second any motion to be put before a meeting of the Conservancy.
- 3.7. Membership shall be terminated immediately after due notice to this effect has been given in writing by either party or on failure to pay the subscription fee within three months of due date.
- 3.8. Failure to act in accordance with the provisions of this Constitution, or any action by a member which is contrary to the objectives and policies of the Conservancy or which is likely to bring the Conservancy into disrepute, will constitute grounds for termination of membership of the Conservancy.
- 3.9. The power to terminate membership shall be vested in the Committee and shall only be exercised after there has been an investigation by the Committee as to whether grounds for termination of membership exist, and after the member in question has been afforded a reasonable opportunity to be heard by the Committee.
- 3.10. Members, office-bearers and committee members shall not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members, office-bearers and committee members of the Conservancy.
- 3.11. The Committee may nominate persons for honorary membership, subject to approval by a General Meeting of the Conservancy. Honorary members shall enjoy all benefits and rights of other members subject to the Conservancy's rules and regulations, but shall not have the right to vote at meetings. Honorary members shall not be liable to pay subscriptions to the Conservancy.
- 3.12. Any member, who in the opinion of the Committee has performed exceptional or meritorious service in the advancement of the objectives of the Conservancy, may be nominated as a life member of the Conservancy, subject to approval by a General Meeting of the Conservancy. A life member shall enjoy all the benefits and rights of ordinary membership, but shall not be liable to pay subscriptions to the Conservancy.

4. MANAGEMENT

- 4.1. The entire management of the Conservancy shall be vested in an Executive Committee (“the Committee”), consisting of not less than 5 and not more than 9 persons, who shall be elected at each Annual General Meeting. Committee Members shall retire at the subsequent Annual General Meeting, but shall be eligible for re-election.
- 4.2. The elected Committee shall each year at the first meeting of the Committee elect from amongst themselves suitable persons to fill the offices of Chair, Vice-Chair, Secretary, and Treasurer as well as such additional portfolios as may be deemed necessary by the Committee from time to time, to achieve the objectives of the Conservancy.
- 4.3. The Committee may at any time pass a vote of no confidence in any Office Bearer who shall thereafter cease to hold such office but shall be entitled to remain as an ordinary Committee member until the following Annual General Meeting. If a motion of no confidence in the Chair is proposed then the Chair shall immediately recuse him- or herself and the Committee shall be chaired by the Vice Chair or any other Committee member elected by those present until the motion has been dealt with.
- 4.4. Section 4.2 above notwithstanding, the Conservancy shall not be precluded from employing a person or persons to carry out the functions of Treasurer and/or Secretary of the Conservancy.
- 4.5. The Committee shall have the power to fill by co-option any vacancies occurring on the Committee between consecutive Annual General Meetings.
- 4.6. No office-bearer or committee member shall be personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the office-bearer or committee member is performing functions for or on behalf of the Conservancy.
- 4.7. The Chair shall prepare an Annual Report at the end of each year, which shall be submitted to the next Annual General Meeting, together with the financial statements of the Conservancy.

5. POWERS AND DUTIES OF THE COMMITTEE

The Committee shall be entrusted with and shall perform and exercise on behalf of the Conservancy the following powers and duties:

- 5.1. To formulate an annual plan and to take such steps as are necessary to advance the objectives of the Conservancy;

- 5.2. To formulate, to amend and to implement such policies as are consistent with the objectives of the Conservancy, including, but not limited to, statements of Vision, Mission, Operational Style and Ethical Conduct for the Conservancy, its Organs or Members and to make such rules and regulations as are necessary for the efficient running of the Conservancy.
- 5.3. To delegate any of its powers to a sub-committee for the better carrying out of the objectives of the Conservancy.
- 5.4. To co-opt on an ad-hoc basis additional persons who hold specific expertise that is required for the attainment of the objectives of the Conservancy.
- 5.5. To make any representations on any matter falling within the objectives of the Conservancy to any body, whether public or private in order to advance the objectives of the Conservancy.
- 5.6. To publicise and/or to advance the objectives and identity of the Conservancy.
- 5.7. To apply, on behalf of the Conservancy, for membership of, or to affiliate to any body or organisation envisaged in 2.2.6 above.
- 5.8. To conclude any transactions on behalf of the Conservancy, including but not limited to transactions for the provision of legal, accounting, or promotional services to the Conservancy, or for the purchase, hire or rental of any equipment to or by the Conservancy and to deal generally with property and funds of the Conservancy for the purposes of attaining its objectives.
- 5.9. To open, close and operate one or more banking accounts in the name of the Conservancy, and to draw, accept or endorse, make or execute any bill of exchange, promissory note or other negotiable instrument or effect any electronic transaction in connection with the conduct of the affairs of the Conservancy.
- 5.10. To enter into contracts of employment and to terminate any such contracts entered into.
- 5.11. To ensure that proper accounts of the funds of the Conservancy, its revenue and expenditure, are kept and recorded.

6. FINANCE

- 6.1. All assets of the Conservancy shall be vested in, controlled and administered by the Committee and no member shall have any claim thereto.
- 6.2. The financial year of the Conservancy shall end on 28 February annually.

- 6.3. The Treasurer shall deposit all monies belonging to the Conservancy with a Banking Institution approved in terms of the Banks Act. All withdrawals shall be on the signatures of not less than 2 authorised committee members.
- 6.4. A suitably qualified accounting officer appointed by the Committee shall compile the financial statements of the Conservancy annually.
- 6.5. The Conservancy financial statements shall be submitted for approval at the Annual General Meeting following the financial year to which they relate.
- 6.6. No income or assets may be distributed to any member, office-bearer or committee member, except as reasonable compensation for services rendered or expenses incurred on behalf of and with the prior consent of the Committee, and the funds and assets of the Conservancy shall be utilised solely for investment or achieving the objectives.
- 6.7. Members, office-bearers or committee members have no rights in the property or other assets of the organisation solely by virtue of their being members, office-bearers or committee members.

7. MEETINGS

7.1. Annual General Meeting:

- 7.1.1. The Annual General Meeting shall be held annually, not later than 3 months after the financial year-end.
- 7.1.2. Members shall be given a minimum of 14 days' notice of the meeting, together with notice of the agenda and proposals for consideration thereat.
- 7.1.3. The business of the Annual General Meeting shall be:
 - 7.1.3.1. To receive the Chairman's annual report;
 - 7.1.3.2. To receive the annual financial report;
 - 7.1.3.3. To elect office-bearers.
 - 7.1.3.4. To deal with any other matter determined by the Committee.
- 7.1.4. A quorum shall comprise 40% of the members.

7.2. Special General Meeting:

- 7.2.1. A Special General Meeting may be convened either by the Committee, or shall be convened within 60 days after receipt by the Secretary of a written request therefore signed by not less than 20% of the members.

7.2.2. Members shall be given a minimum of 14 days' notice of the meeting and shall be fully advised of the agenda and the purpose of the meeting.

7.2.3. A quorum shall comprise 40 % of the members.

7.3. Committee Meetings:

7.3.1. Committee meetings shall be held as and when required, but on no fewer than four occasions per calendar year.

7.3.2. Except as provided for in 7.3.3 below, three members of the Committee shall constitute a quorum provided that the Chair or Vice Chair shall be one of the members present.

7.3.3. At any meeting of the Committee where a vote of no-confidence is introduced, a quorum of five members shall be required.

7.3.4. The Committee shall be entitled to make a decision on any matter that because of its urgency cannot wait to the next scheduled meeting, through a process of consultation and voting by e-mail. Any such decision shall be recorded in the minutes of the immediately subsequent Committee meeting.

7.4. Minutes:

Minutes of each meeting of the Conservancy shall be kept by the Secretary of the Conservancy, or in his or her absence, by a member appointed by the Committee to do so.

7.5. Voting:

7.5.1. In the event of a vote, other than a vote as provided for in 7.7.2. below, a simple majority shall decide the matter being voted on.

7.5.2. Only paid-up members shall be permitted to vote at any meeting.

7.5.3. At any meeting the person chairing the meeting shall have both an ordinary vote and a casting vote.

7.5.4. No person employed by the Conservancy to discharge the functions of an office bearer shall be entitled to participate in voting at meetings of the Committee, but shall be entitled to vote at the Annual General and/or any Special meetings if that person is also a paid up member of the Conservancy.

7.6. Deferment:

In the event of no quorum being present at an Annual or Special General meeting, that meeting shall be deferred for a period of 7 days. The number of members present at the re-convened meeting shall then constitute a quorum.

7.7. Amendment of the Constitution:

7.7.1. Subject to the provisions of 7.1 and 7.2 above, a member wishing to propose an amendment to the constitution shall give written notice thereof to the Secretary at least 60 days prior to the Annual or Special General Meeting.

7.7.2. Amendment to the constitution shall require a two-third's majority of members present.

8. DISSOLUTION

The Conservancy may be wound up by resolution of not less than two-thirds of the members present and voting at a Special General Meeting called for that purpose. The Conservancy shall thereafter appoint a liquidator and shall specify that the assets of the Conservancy, if any remaining after the satisfaction of its debts and liabilities, be transferred to another non-profit organisation with objectives similar to those of the Conservancy.

9. INTERPRETATION

In any instance of doubt as to the meaning or interpretation of any of the provisions hereof, the interpretation of the Committee shall be final and binding upon all the members.

10. ADOPTION

The above Constitution as amended was adopted by a General meeting of the Conservancy held on the 15th day of April 2015.

ANNEXURE A - POLICIES ESTABLISHED BY THE COMMITTEE

1. VISION

The vision of the Conservancy is to strengthen our effectiveness as an independent organisation and in coalition with other like-minded people and bodies, to work proactively to achieve a greater Midlands area that is wisely managed by all to ensure long term environmental sustainability.

2. MISSION STATEMENT

The mission of the Conservancy is to actively conserve the natural beauty and biodiversity of the Dargle area for the benefit of present and future generations, by stimulating interest and awareness of conservation issues within the community as a whole, through education and community involvement.

3. STYLE

The style of the Conservancy shall be to operate democratically, to lead by example and to act in accordance with its purposes and objectives.