



Friends of the Haenertsburg Grasslands

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Haenertsburg 0730, South Africa

CONSTITUTION

MISSION:

It is FroHG's mission to win the hearts, minds and material support of individuals and organisations for the conservation, study and sustainable use of the critically endangered Haenertsburg grasslands.

1. NAME AND LEGAL STATUS

1.1 Name

The name of the organisation shall be "Friends of the Haenertsburg Grasslands". It is referred to herein as "FroHG" or "the Association"

1.2 Legal Status

- 1.2.1 The Association is, and shall continue to be, a distinct and separate legal entity, separate from its members and its Committee, having perpetual succession and having the power to acquire, hold and dispose of property of any kind, and with the capacity to acquire rights and incur obligations. Members or office bearers of the Association do not have rights over assets of the Association.
- 1.2.2 The sole object of the Association is to carry on one or more public benefit or public purpose activities in a non-profit manner and with an altruistic or philanthropic intent.
- 1.2.3 Only duly authorised members of the Committee shall have the power to bind the Association.

2. DEFINITION OF THE HAENERTSBURG GRASSLANDS

The Haenertsburg Grasslands are Woodbush Granite Grasslands in the Limpopo Province. They include the grasslands above the village, the grasslands on the Ebenezer Dam peninsula, and other localised patches in the vicinity of Haenertsburg as well as certain slopes of the Wolkberg.

3. OBJECTIVES

3.1 To promote the conservation and rehabilitation of natural areas around Haenertsburg, in particular the critically endangered Woodbush Granite Grasslands and associated indigenous forests and water catchments.

3.2 To safeguard these natural areas for posterity.

3.3 To increase knowledge and understanding of the Woodbush Granite grassland ecosystem through liaising, co-operating and working in partnership when considered appropriate, with organisations such as the Botanical Society of South Africa, the South African National Biodiversity Institute (SANBI), the South African Environmental Observation Network (SAEON) and its successors and others with similar objects in the attainment of the above.

3.4 To act as environmental watchdog.

3.5 To promote and participate in environmental education.

3.6 To raise public awareness and appreciation of the value of indigenous flora and fauna, and of indigenous knowledge.

3.7 To encourage sustainable use of natural resources.

4. COMPLIANCE WITH APPLICABLE LEGISLATION

To enable the Association to register with or obtain approval from the relevant authorities to acquire the status of a public benefit organisation and a non-profit organisation, it will comply with the requirements of the Income Tax Act No. 58 of 1962 and the Non-profit Organisations Act No. 71 of 1997 which shall include:

4.1 It shall be deemed to be a “universitas” (juristic person) distinct from its members;

- 4.2 It shall have continued existence despite changes in the composition of its membership or office bearers;
- 4.3 It shall be capable of suing or being sued in its own name;
- 4.4 It shall be able to acquire the rights and incur obligations for itself in its own name and not for its individual members;
- 4.5 its funds shall be used solely in furtherance of the objects for which it has been established;
- 4.6 it shall not carry on any business for the acquisition of gain;
- 4.7 its income and funds generally shall not be distributed to its members or office bearers except as reasonable compensation for work performed for the Association, nor to any person (otherwise than in the course of undertaking any public benefit activity) and 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;
- 4.8 it shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service;
- 4.9 it shall not use its resources directly or indirectly to support, advance or oppose any political party;
- 4.10 its members and office bearers shall have no personal rights to the income or property of the Association.
- 4.11 its activities shall be carried on in a non-profit manner for a public purpose and with an altruistic or philanthropic intent;
- 4.12 each activity carried on by the Association is for the benefit of, or is widely acceptable to, the general public at large, including any sector thereof other than small exclusive groups;
- 4.13 at least three persons, who are not connected persons in relation to each other as defined in the Income Tax Act of 1962, will accept fiduciary responsibility for the Association, and no single person directly or indirectly controls the decision-making powers relating to the Association. It is prohibited from directly or indirectly distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established.

5. POWERS OF THE ASSOCIATION

The Association shall have all the powers allowed by law which shall include:

- 5.1 to institute or defend any legal or other proceedings and to settle any claims;
- 5.2 to prudently invest funds of the Association;
- 5.3 to buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association;
- 5.4 to donate and transfer the property and assets of the Association to public benefit organisations with similar objectives;
- 5.5 to borrow and to use the property or assets of the Association as security for borrowing;
- 5.6 to execute any act or deed in any deeds registry, mining titles or other public office;
- 5.7 to exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company;
- 5.8 to carry out all the powers and authority of the Association in South Africa;
- 5.9 to employ staff and hire professional and other services;
- 5.10 to accept donations and retain them in the form in which they are received or sell them and re-invest the proceeds for the benefit of the Association;
- 5.11 to raise funds for the implementation of the objectives.

6. MEMBERS OF THE ASSOCIATION

6.1 Membership of the Association shall comprise:

- 6.1.1 All members who attend a duly constituted Annual General Meeting of the Association and who express on a list to be circulated at the meeting a willingness to become members or
- 6.1.2 All members who at any other time express, in writing, a willingness to become members, and
- 6.1.3 Who pay such subscription or membership fee as the Management Committee may determine, and

- 6.1.4 Shall have their names entered into the register of members, shall remain members of the Association until the next Annual General Meeting unless, in terms of Clause 6.2., they cease to be Members.

6.2 Membership shall cease:

- 6.2.1 Immediately on resignation being tendered, or
- 6.2.2 If any subscription or membership fee is not paid within 14 (fourteen) days of the Annual General Meeting and remains in default despite a written notice requiring such to be paid in 14 (fourteen) days, or
- 6.2.3 If the member commits any act, in the opinion of the Management Committee (acting reasonably), inimical to the objectives of the Association and fails, within 14 (fourteen) days, of receipt of a written notice detailing the act, to undertake, in writing, to desist from doing so.

6.3 At least 14 (fourteen) days prior written notice shall be given to the member concerned, detailing any failure or act referred to in Clauses 6.2.2. and 6.2.3. The notice shall invite the member to make written or verbal representations at a Management Committee meeting as the member may consider appropriate.

6.4 The decision of the Management Committee to suspend or terminate a membership shall lapse unless confirmed by a resolution of two thirds (2/3) of members present at the next Annual General Meeting.

7. POWERS OF AND PROCEEDINGS AT THE ANNUAL GENERAL MEETING

Meetings

- 7.1 An Annual General Meeting shall be held once every 12 (twelve) months and not later than 3 (three) months of the end of each financial year of the Association.
- 7.2 Notice of the General Meetings provided for in this constitution shall, at the discretion of the Management Committee, be given by advertising in the local media or sending by pre-paid registered post to the members' last known work or residential address or by electronic mail or in any other manner the Management Committee may decide from time to time.
- 7.3 Subject to the provisions of Clause 7.1., a duly convened Annual General Meeting at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this constitution. In an Annual General Meeting members present may review, approve or amend any decision taken by the Management Committee, but no such resolution shall invalidate any prior action taken by the Management Committee in accordance with the provisions of this constitution.

7.4 Annual General Meetings shall be convened by the Chairperson on not less than 21 (twenty one) days prior notice in the manner described in Clause 7.2. above. This notice shall state the time, date and place of meeting and in broad terms the business to be transacted at the meeting.

7.5 The business of the Annual General Meeting shall be:

- 7.5.1 The presentation and adoption of the Minutes of the preceding Annual General Meeting, the Annual Report of the Chairperson and the Annual Financial Statements;
- 7.5.2 The election of the members of the Management Committee for the following year;
- 7.5.3 The appointment of accountants and/or auditors if required;
- 7.5.4 Other matters of which 14 (fourteen) days specific written notice has been given to the Chairperson of the Management Committee, or such as may be considered appropriate and are proposed by members at the meeting.

7.6 Quorum

- 7.6.1 A quorum constituting a General Meeting of the Association shall be 1/3 (one-third) of all members.
- 7.6.2 Should any Annual General Meeting have been properly convened, but no quorum be present, the meeting shall stand adjourned to another date, which shall be within 14 (fourteen) days thereafter. The notice reflecting such adjournment shall be advertised in the manner provided for in this constitution. At such reconvened Annual General Meeting the members present shall be deemed to constitute a quorum.
- 7.6.3 If there is no quorum at any other General Meeting, that meeting will be abandoned.

7.7 Resolutions and Voting

- 7.7.1 At all General Meetings, all resolutions shall be proposed and seconded and put to the vote and decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or by not less than 1/3 (one third) of the members present. The Result of the vote shall be the resolution of the meeting.

- 7.7.2 Each member present or represented through written proxy shall have 1 (one) vote.
- 7.7.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes, the Chairperson shall have a casting or second vote.

7.8 Minutes and Membership List

Proper minutes shall be kept of the proceedings of all General Meetings and a record of the persons at each meeting. The minutes shall be signed by the Chairperson of the meeting and shall be available for inspection or copying by any member on 7 (seven) days notice to the secretary or deputy.

7.9 Special General Meeting

- 7.9.1 A Special General Meeting of the Association may be convened at any time by the Chairperson or at the written request of:
 - 7.9.1.1 3 (three) members of the Management Committee; or
 - 7.9.1.2 10 (ten) members;
- 7.9.2 Any Special General Meeting (other than an Annual General Meeting) shall be convened on not less than 14 (fourteen) days notice in the manner described in Clause 7.2. above. The notice shall state the date, time and place of the meeting and the broad terms of the business to be transacted at the meeting.
- 7.9.3 Should the Chairperson, having been requested to give such notice, fail to give it within 14 (fourteen) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

8. **MANAGEMENT COMMITTEE**

- 8.1 The control and management and day to day running of the affairs of the Association shall be under the supervision and aegis of the Management Committee.
- 8.2 The Management Committee shall consist of not less than 5 (five) and not more than 10 (ten) members elected at an Annual General Meeting, at least 3 (three) of whom shall not be connected persons in relation to each other, as defined in the Income Tax Act (i.e. any relative of that member and any trust of which such member or relative is a

beneficiary) who accept the fiduciary responsibility of the Association and none of which shall directly or indirectly control the decision making powers relating to the Association.

8.3 Each person standing for election to the Management Committee must be proposed and seconded by notice in writing by 2 (two) members of the Association.

8.4 Members of the Management Committee shall remain in office until the second Annual General Meeting after election on a recurring basis for as long as the Association exists, unless they cease to be members in terms of Clause 6.2. and they shall be eligible for re-election.

8.5 If circumstances require it, a new Management Committee may be elected at a Special General Meeting.

8.6 Any member of the Management Committee shall cease to be a member of that Committee;

8.6.1 Immediately on tendering their resignation;

8.6.2 should they become unfit and/or incapable of acting as such;

8.6.3 should they be disqualified in terms of the Companies Act or equivalent legislation in force from time to time, to act as a director of a company;

8.6.4 if he ceases to be a member of the Association in terms of Clause 6.2.

9. COMPOSITION OF THE MANAGEMENT COMMITTEE

9.1. The members of the Management Committee shall elect from amongst them:

9.1.1. the Chairperson who shall serve as the chief executive officer of the Association;

9.1.2. the Vice-Chairperson;

9.1.3. the Treasurer;

9.1.4. the Secretary;

9.1.5. any other office bearers as are considered necessary.

- 9.2. Should a position on the Management Committee fall vacant, the Management Committee by a resolution adopted by at least 2/3 (two thirds) of its members, may (and if the vacancy reduces the numbers to less than 4 (four) shall) co-opt eligible persons to fill the vacancies. The office of any person so co-opted as a member of the Management Committee shall lapse at the next Annual General Meeting.
- 9.3. The Management Committee may co-opt additional members as it may consider appropriate from time to time. The co-opted members shall serve for such periods as the Management Committee considers appropriate or until the next Annual General Meeting.
- 9.4. The Management Committee may invite other organisations or persons with specific expertise to attend committee meetings.
- 9.5. No observers or invitees shall have a vote.

10. POWERS OF AND PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS

- 10.1 The Management Committee shall conduct its meetings and regulate its proceedings as it finds convenient, providing that:
 - 10.1.1 the Chairperson, or in his absence the Vice Chairperson, shall chair all meetings of the Management Committee which they attend. In the absence of the Chairperson and the Vice-Chairperson, the remaining members of the Management Committee shall elect a Chairperson from those attending;
 - 10.1.2 the Chairperson of the Management Committee shall convene a meeting at least quarterly or at the written request of at least 5 (five) members of the committee may convene such a meeting at any other time;
 - 10.1.3 the quorum necessary for the transaction of any business by the Management Committee shall be 1/2 (one-half) of the members serving at any given time;
 - 10.1.4 at meetings of the Management Committee, each member present or represented through written proxy shall have 1 (one) vote.
- 10.2 Resolutions and questions arising shall be decided by a majority of votes. Should there be equality of votes, the Chairperson shall have a casting or second vote.
- 10.3 Proper minutes shall be kept of the proceedings of the Management Committee, and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the Association on 1 (one) week's notice by any member.

- 10.4 A resolution signed by all members of the Management Committee shall be as valid as if passed at a duly convened meeting.
- 10.5 The Management Committee may delegate any of its powers to any of its members or to a special purpose committee. The member, committee, employee or agent to whom such a delegation is made shall conform to any regulations and procedures that may be stipulated by the Management Committee from time to time which must include a report to each meeting of the Management Committee.
- 10.6 The Management Committee shall generally and at all times take cognizance of the guidelines issued by the South African Revenue Service in order to qualify for exemption from taxes and duties in terms of the Income Tax Act No. 58 of 1962 and, in particular, with regard to the investment of funds the Association may have.

11. FINANCIAL MATTERS

- 11.1 Bank Account. The Association shall open a bank account in its own name with a registered Bank.
- 11.2 Signatures: All cheques, promissory notes and other documents requiring signature on behalf of the Association shall be signed by at least 2 (two) duly authorised members of the Management Committee.
- 11.3 The Association's financial year shall be the 1st August to 31th July the following year.
- 11.4 Financial Records: The Management Committee shall keep proper records and books of account which fairly reflect its affairs.
- 11.5 Annual Financial Statements:
- 11.5.1 The Management Committee shall prepare an annual report describing its activities and an annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 11.5.2 Within 2 (two) months after drawing up the Annual Financial Statements the Management Committee shall ensure that –
- 11.5.2.1. an accounting officer certifies that the Annual Financial Statements are consistent with the financial records of the Association and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements; or

11.5.2.2. the books of account and financial statements are audited and certified in the customary manner by an independent practicing chartered accountant.

11.5.3 A copy of the Annual Financial Statements and Annual Report shall be made available to all members as soon as possible after the close of the financial year.

11.6 The books of account, records and other documents relating to the Association shall:

11.6.1 Where kept in book form be retained and carefully preserved by the person in control for a period of 4 (four) years after the date of last entry; or

11.6.2 Where not kept in book form, be retained and carefully preserved by the person in control for a period of 4 (four) years after completion of the transaction, acts or operations to which they relate.

12. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

12.1 Terms of the constitution may be amended, the name of the Association may be changed or the Association may be dissolved by resolution of 2/3 (two-thirds) of the members present at a General Meeting provided that proper notice of the meeting is given not less than 30 (thirty) days prior to the date of the meeting and such notice states the nature of the resolution to be proposed and shall submit to the Commissioner of South African Revenue Service and the Director of Non Profit organisations a copy of any such amendment.

12.2 In the event of a resolution for the dissolution of the Association being passed, the members attending the meeting shall decide to which organisation(s) surplus funds and assets of the Association, after payment of all its debts and obligations, shall be transferred and they shall appoint a committee to implement the transfers. Every recipient organisation shall be a non-profit organisation with similar objectives to the Association and have been approved in terms of Section 30 of the Income Tax Act or any institution, board or body which is exempt from tax in terms of Section 10(1)(cA)(i) and which has as its sole or principal object the carrying on of any public benefit activity or any department of state or administration in the national or provincial or local sphere of Government of the Republic, provincial administration or municipality.

13. INDEMNITY

13.1 Subject to the provisions of any relevant statute, members of the Management Committee and other office bearers shall be indemnified by the Association for all acts done by them in good faith on behalf of the Association. It shall be the duty of the Association to pay all costs and expenses which any person incurs or becomes liable for as a result of any contract entered into, or act done by him or her in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.

13.2 Subject to the provisions of any relevant statute, no office bearer of the Association shall be liable for the acts, deceits, neglects or defaults of any other office bearer, or for any loss, damage or expenses suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

14 ADOPTION OF THE CONSTITUTION

This constitution was adopted by the members present at the Annual General Meeting held on 28 November 2015 in Haenertsburg.

Signed: _____

CHAIRPERSON

(SECRETARY)

(TREASURER)

(MEMBERS PER ATTACHED
SCHEDULE)