

CONSTITUTION OF THE KLIPRIVIERSBERG CONSERVANCY

INDEX

- 1. Preamble**
- 2. Name**
- 3. Location and geographic area**
- 4. Registration**
- 5. Aims and objectives**
- 6. Body corporate**
- 7. Membership**
 - 7.1. Members
 - 7.2. Classes of membership
 - 7.3. Rights of members
 - 7.4. Obligation of members
 - 7.5. Limitation of liability of members
 - 7.6. Application for membership
 - 7.7. Membership fees
 - 7.8. Register of members
 - 7.9. Cessation of membership
- 8. Meetings of members**
 - 8.1. Annual general meeting
 - 8.2. Special general meeting
 - 8.3. General meeting
 - 8.4. Quorum at members' meetings
 - 8.5. Adjournment of members' meetings
 - 8.6. Notices of members' meetings
 - 8.7. Voting at members' meetings
- 9. Executive committee**
 - 9.1. Composition of executive committee
 - 9.2. Functions and duties of the executive committee
 - 9.3. Powers of the executive committee
 - 9.4. Membership of the executive committee
 - 9.5. Termination of committee membership
 - 9.6. Office bearers
 - 9.7. Remuneration of committee members
- 10. Amendments to the constitution**
- 11. Dissolution of the conservancy**
- 12. Adoption of the constitution**

1. PREAMBLE

The southern areas of Johannesburg include large open tracts of unspoilt land stretching from the Klipriviersberg Range of hills in the north to the Klip River further south.

The area is rich in natural resources, varying from the beautifully wooded Klipriviersberg range of hills, to grasslands and wetlands and to prolific birdlife along the Klip River, a tributary of the Vaal. It contains red data species as well as numerous heritage sites, such as the ruins of the dwellings of Sotho/Tswana people who lived there 300 and more years ago, an old Voortrekker farmstead, Boer war fortifications and sites of interest from the gold rush days.

The Klipriviersberg Nature Reserve, 680 hectares in extent and the largest proclaimed nature reserve in Johannesburg, lies at the centre of the area. The reserve, in which a variety of game roams freely, is an urban conservation jewel.

The wider area has considerable tourism, recreational, cultural, educational and developmental potential, but needs proper and careful environmental management and protection from untoward development.

With the above in mind, landowners and residents in the area wish to establish a conservancy with the name, aims and objectives and constitution as set out below.

2. NAME

The name of the Conservancy shall be the Klipriviersberg Conservancy.

3. LOCATION AND GEOGRAPHIC AREA

The border of the Conservancy shall be delineated by the N12 highway to the north, the R59 highway to the east, the R550 and R554 to the south and the N1 highway to the west.

The area of the Conservancy is approximately 150 square kilometres.

The Conservancy is located within the municipal areas of Johannesburg, Ekurhuleni and Midvaal.

4. REGISTRATION

The Conservancy shall be registered with the Gauteng Department of Agriculture, Conservation and Environment (GDACE).

The Conservancy shall register as a member of the Gauteng Conservation Association.

5. AIMS AND OBJECTIVES

The aims and objectives of the Klipriviersberg Conservancy shall be:

- a. To raise awareness in the community of the environmental, social and economic opportunities of the area based on its natural resources.
- b. To guide and encourage suitable and appropriate development that supports sustainability, attracts tourism and furthers job creation.
- c. To establish a mutually beneficial relationship between property development and conservation.
- d. To encourage sound conservation and environmental practices by land owners and users in the area.
- e. To retain the natural beauty of the area.
- f. To conserve the biodiversity of the area
- g. To preserve all heritage, archaeological and historical sites within the area.
- h. To encourage residents, businesses and other organisations in the area to be environmentally aware.
- i. To link in with a wider network of conservation areas and organisations

6. BODY CORPORATE

6.1. The Conservancy shall:

- 6.1.1. Exist in its own right separately from its members or office -bearers;
- 6.1.2. Continue to exist despite changes in membership or in office-bearers;
- 6.1.3. Be able to own immovable property and other assets;
- 6.1.4. Be able to sue and be sued in its own name. The authority to sue and defend shall be vested in the Executive Committee who shall be represented by the chairperson and the vice-chairperson;

6.2. subject however to:

- 6.2.1. The fiduciary responsibility of the Conservancy being vested in its office bearers who shall not be connected persons as envisaged in section 30 (3)(b)(i) of the Income Tax Act. No single person directly or indirectly shall control the decision making powers of the Conservancy.
- 6.2.2. The Conservancy being prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and being required to utilise its funds solely for the object for which it was established, or to invest such funds in accordance with the provisions of section 30 (3)(b)(ii) of The Income Tax Act.
- 6.2.3. The Conservancy being prohibited from accepting any donation which is revocable at the instance of the donor as envisaged in section 30 (3)(b)(v) of the Income Tax Act.

6.3. Members or office-bearers of the Conservancy shall have no rights in the property or other assets of the Conservancy solely by virtue of their being members or office-bearers.

6.4. The year end of the Conservancy shall be the last day of February of each year.

7. MEMBERSHIP

7.1. Members

7.1.1. Ordinary members

Any land owner or land user (see definition below), resident, business, educational institution, sports and recreational organisation, or association, institution or body corporate, situated within the borders of the Conservancy or who owns property within the borders of the Conservancy and who wish to subscribe to the aims and objectives of the Conservancy, may apply for membership of the Conservancy.

7.1.2. Ex officio members

each of the three municipalities, viz. Johannesburg, Ekurhuleni and Midvaal, in whose borders the Conservancy is situated, shall be ex officio members of the Conservancy.

One representative from Gauteng Conservancy Association.

7.2. Classes of membership

Membership shall be distinguished by the following classes of members:

7.2.1. Ex officio members.

7.2.2. Land owners and users who own or use more than 500 hectares of land within the boundaries of the Conservancy.

7.2.3. Land owners and users who own or use between 5 and 500 hectares of land within the boundaries of the Conservancy.

7.2.4. Residents including land owners and tenants in established residential townships and agricultural holdings within the boundaries of the Conservancy.

7.2.5. Businesses.

7.2.6. Educational institutions.

7.2.7. Sports and recreational organisations.

7.2.8. Other organisations and bodies.

Any individual, organisation, body corporate or legal entity shall qualify for only a single class of membership. If land belonging to or used by such individual, organisation, body corporate or legal entity is utilised for more than one purpose, the member shall be entitled to elect the class of membership most appropriate to the utilisation of the land. The election shall be subject to the approval of the Executive Committee whose decision shall be final.

7.3. Rights of Members

7.3.1. All members shall have the right of access to copies of the constitution, the annual report and the financial statements of the Conservancy.

7.3.2. All members shall have the right to receive notice of, attend, speak and vote at all Annual General Meetings, Special General Meetings and General Meetings in accordance with the terms of the constitution.

7.4. Obligations of Members

Members shall have the following duties and obligations:

- 7.4.1. To further the aims and objectives of the Conservancy.
- 7.4.2. To honour any obligation undertaken prior to the cessation of membership.

7.5. Limitation of Liability of Members

The liability of members shall be limited to one Rand

7.6. Application for membership

Upon approval by the Executive Committee of an application for membership, the applicant shall become a member of the Conservancy. In the event of an application for membership being rejected, the Executive Committee shall, if so requested, give reasons to the applicant for such rejection.

7.7. Membership fees

- 7.7.1. Membership may be subject to an entrance, or any other fee, as determined by the Executive Committee.
- 7.7.2. Membership fees shall be payable as prescribed by the Executive Committee.

7.8. Register of Members

The Conservancy shall maintain a register of members that shall include the name, contact details, class of membership and other relevant details of each member.

7.9. Cessation of Membership

Membership shall be terminated:

- 7.9.1. in the event of the member ceasing to fulfil the qualifications and obligations of membership;
- 7.9.2. in the event of the member being guilty of misconduct prejudicial to the reputation of the Conservancy;
- 7.9.3. upon the member's written resignation;
- 7.9.4. upon failure by the member to pay any fees due within thirty (30) days after due date of payment. Should payment have been received after due date, the member may be reinstated;
- 7.9.5. in the event of the Executive Committee having fair reason to terminate a member's membership;

In all cases, the member or a designated representative of the member shall have the right to be heard by the Executive Committee and to be assisted by a third person. The decision of the Executive Committee shall be final.

8. MEETINGS OF MEMBERS

8.1. Annual General Meeting

- 8.1.1. The annual general meeting shall be held as soon after the Conservancy's financial year-end as may be convenient but not later than six months after the end of the financial year.
- 8.1.2. The chairperson's report shall be presented for approval by members present.
- 8.1.3. The audited financial statements shall be presented for approval by members present.
- 8.1.4. Members present at the annual general meeting shall approve the appointment of auditors for the ensuing year.
- 8.1.5. Members of the Executive Committee shall be elected at the annual general meeting in accordance with paragraph 9.1.
- 8.1.6. The annual general meeting shall deal with any other items on the agenda and with items of a general nature as allowed by the chairperson.

8.2. Special General Meeting

A Special General Meeting may be called by the chairperson or may be requisitioned by 6 (six) members who shall be present at such meeting. Failure by such members to attend the meeting shall nullify that meeting.

Special General Meetings shall deal with the purpose set out in the notice of that meeting. Only such specific matters as have been set out in the notice of the meeting shall be raised, discussed and decided upon.

8.3. General Meeting

A General Meeting may be convened by the chairperson

A general meeting shall deal with the purpose set out in the notice of such meeting.

8.4. Quorum at members' meetings

No business shall be transacted at any general meeting of members unless a quorum of twenty four (24) members is present.

If a quorum is not present twenty minutes after the designated time of the meeting, the meeting may be adjourned to a date within 21 (twenty-one) days of the original date of the meeting. If at such adjourned meeting a quorum is still not present, the members present shall constitute a quorum.

8.5. Adjournment of members' meetings

Where a meeting has been adjourned, the chairperson shall, as soon as possible, notify all members of the:

- 8.5.1. date, time and place to which the meeting has been adjourned;
- 8.5.2. matters before the meeting when it was adjourned, and
- 8.5.3. grounds for the adjournment.

8.6. Notices of members' meetings

Meetings shall be held at such time and place as notified by giving members twenty one (21) days notice in writing prior to such meeting. Non-receipt of duly sent notice of meeting shall not nullify the proceedings of such meeting.

Notices may be sent by post, telephone, fax, e-mail, and advertisement.

The chairperson shall preside at every meeting. In the absence of the chairperson, the vice-chairperson shall preside. In the absence of both the chairperson and the vice-chairperson, the members present shall elect a chairperson from those present.

8.7. Voting at members' meetings

Each member at any meeting shall have one vote. Proxies shall be allowed.

The chairperson shall have a casting vote as well as a deliberate vote.

All matters at any meeting shall be decided by a show of hands, unless the members present decide on a vote by ballot.

9. EXECUTIVE COMMITTEE

9.1. Composition of Executive Committee

The Executive Committee shall be composed as follows:

- 9.1.1. **One** member appointed by each member classed as an "Ex officio member".
- 9.1.2. **One** member appointed by each Conservancy member classed as a "Land owner and user who owns or uses more than 500 hectares of land".
- 9.1.3. **Two** members elected at the annual general meeting by Conservancy members classed as "Land owner and user who owns or uses between 5 to 500 hectares of land".
- 9.1.4. **One** member elected at the annual general meeting by Conservancy members classed as "Residents".
- 9.1.5. **One** member elected at the annual general meeting by Conservancy members classed as "Businesses".
- 9.1.6. **One** member elected at the annual general meeting by Conservancy members classed as "Educational institutions".
- 9.1.7. **One** member elected at the annual general meeting by Conservancy members classed as "Sports and recreational organisations".

- 9.1.8. **One** member elected at the annual general meeting by Conservancy members classed as “All other organisations and bodies”.

9.2. Functions and duties of the Executive Committee

- 9.2.1. Control and management of the Conservancy shall be vested in the Executive Committee (the Committee), which shall consist of members as set out in 9.1.
- 9.2.2. The Committee shall strive to further the aims and objectives of the Conservancy.
- 9.2.3. The Committee shall ensure that the income of the Conservancy from whatsoever source derived shall be applied solely towards the furtherance of the aims and objectives of the Conservancy.
- 9.2.4. The Committee shall be the custodian of the Conservancy’s assets and shall be responsible for its solvency.
- 9.2.5. The Committee shall ensure that all the financial transactions of the Conservancy are transacted through a bank account to be opened in the name of the Conservancy and that proper financial records and books of account are kept and maintained.
- 9.2.6. The Committee shall ensure that all funds raised are used solely for the furtherance of the Conservancy’s aims and objectives.
- 9.2.7. The Committee shall meet as often as required but not less than three times annually.
- 9.2.8. The first meeting of a newly elected Committee shall be held as soon as practical after the annual general meeting but not later than 30 days after such meeting.

9.3. Powers of the Executive Committee

- 9.3.1. The committee shall be empowered to exercise all the rights and powers of the Conservancy.
- 9.3.2. The committee shall have the power to make investments and to acquire, hold, alienate, exchange, let or hire movable or immovable property on behalf of the Conservancy and execute all documents necessary to give effect thereto, provided that all movable or immovable property belonging to the Conservancy, or to which it may become entitled, shall be for the Conservancy’s sole use.
- 9.3.3. The committee shall be empowered to raise funds from external sources without placing a financial obligation on either the Conservancy or its members.

- 9.3.4. The committee may delegate any of its powers to sub-committees consisting of members or non-members, provided that the chairperson of such sub-committee shall be a member of the Executive Committee.
- 9.3.5. The committee shall be empowered to draw up any policy, procedure or regulation for the improvement of the administration of the Conservancy.
- 9.3.6. The committee shall have the power to co-opt additional committee members. Such co-opted members shall not exceed two in number. Co-opted members shall have the same powers as an elected member.

9.4. Membership of the Executive Committee

- 9.4.1. Each committee member shall be entitled to one vote at all meetings. The chairperson shall have a casting as well as a deliberate vote.
- 9.4.2. A quorum at a meeting of the committee shall be a majority of the members including ex officio and co-opted members.
- 9.4.3. Members of the committee shall be eligible for re-election.

9.5. Termination of committee membership

A committee member shall terminate his/her membership of the committee or shall be removed from as a member of the Executive Committee, without right of appeal, upon:

- 9.5.1. Submission of his/her resignation to the chairperson.
- 9.5.2. Being declared insolvent.
- 9.5.3. Being declared legally incapable of managing his/her own affairs.
- 9.5.4. Being absent from three (3) consecutive committee meetings without apology.
- 9.5.5. Being removed from as a committee member by resolution, at a Special General meeting

9.6. Office bearers

At the first Executive Committee meeting after the annual general meeting, the committee members shall elect office bearers consisting of a chairperson, a vice-chairperson, a treasurer and a secretary.

Co-opted as well as ex-officio members shall be entitled to be elected as office bearers.

In the case of resignation or serious incapacity of an office bearer, the committee shall elect a replacement.

9.7. Remuneration of committee members.

A committee member:

- 9.7.1. shall not be entitled to receive any remuneration for service as a committee member.
- 9.7.2. if so authorised by the committee, may be entitled to reimbursement of travelling, accommodation and other expenses undertaken by them in the execution of their duties.

9.8. The Conservancy shall indemnify and hold harmless its office bearers against any claim or action flowing from the normal conduct of their duties.

10. AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended by a two thirds (2/3) majority of members of the Executive Committee provided that:

- 10.1. notice of the proposed amendment(s) be given to all members of the Conservancy not less than thirty (30) days prior to a meeting of the Executive Committee to approve such amendment(s).
- 10.2. the notice to members of the Conservancy shall include an invitation to members to make written or oral representation to the Executive Committee regarding the amendment(s), before the expiration of the 30 day period.
- 10.3. any such written or oral representations shall be considered by the Executive Committee at the meeting to approve such amendment(s).
- 10.4. notice of any changes to the proposed amendment(s) arising from such representations and agreed to be the Executive Committee, shall be given to all members of the Conservancy not less than thirty (30) days prior to a further meeting of the Executive Committee to approve such amendment(s).
- 10.5. members of the Conservancy shall again be invited to make written or oral representation to the Executive Committee regarding the further amendment(s), before the expiration of the 30 day period.
- 10.6. any such further written or oral representations shall again be considered by the Executive Committee at the meeting to approve such further amendment(s).
- 10.7. eighty percent (80%) of the Executive Committee members shall be present, either in person or by proxy, at all such meeting(s) so convened.

Any amendments to the constitution of the Conservancy shall be submitted to the Commissioner of Inland Revenue in accordance with section 30 (3)(b)(vi) of the Income Tax Act 58 of 1962 as amended.

11. DISSOLUTION OF THE CONSERVANCY

- 11.1. The Conservancy may be dissolved by a two thirds (2/3) majority of the voting members present at an Annual General meeting or Special General meeting, provided that notice of the meeting clearly states that the matter of dissolution of the Conservancy and disposal of its assets are to be considered
- 11.2. Any assets remaining after discharge of the liabilities of the Conservancy shall be transferred, in accordance with section 30 (3)(b)(iii) of the Income Tax Act, to another conservation body or organisation, registered as a non-profit organisation and having, in general, similar aims or objectives to the Klipriviersberg Conservancy.

12. ADOPTION OF THE CONSTITUTION

This Constitution was approved and accepted by members of the Klipriviersberg Conservancy at a special general meeting held on:

Date: 19 Month: November Year: 2008

Chairperson

Secretary