

CONSTITUTION

KLIPRIVIERSBERG

SUSTAINABILITY ASSOCIATION

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1 PREAMBLE

The Klip River has its source in the south west business district of the city of Johannesburg. It flows through Soweto and then through relatively unspoiled grasslands and hills in the southern areas of Johannesburg, the western extremity of Ekurhuleni and the northern extremity of Midvaal, on its way to the Vaal River.

The latter 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 River. 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 200 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, is located in 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 and to ensure that economic and social development and growth contributes to the sustainability of the area.

With the above in mind, landowners, residents and other interested parties in the area, wish to establish a community based voluntary association with the name, aims and objectives and constitution as set out below.

2 NAME

The name of the organisation hereby constituted shall be the Klipriviersberg Sustainability Association. The shortened version of the name shall be KlipSA.

3 AIMS AND OBJECTIVES

The aims and objectives of the Klipriviersberg Sustainability Association shall be:

- 3.1 Protect, promote and enhance the biodiversity of the area and to retain its natural beauty.
- 3.2 Encourage landowners, residents, business owners and all other stakeholders in the area to be environmentally aware and to embrace the practice and principles of sustainability and sustainable urban living.
- 3.3 Assist and cooperate with local, provincial and national government regarding biodiversity, sustainability, management of natural resources, sustainable social and economic development and job creation within the area.
- 3.4 Raise awareness in the community of the environmental, social and economic opportunities of the area based on the value of its natural environmental resources.
- 3.5 Guide and encourage suitable and appropriate social and economic development that supports sustainability, attracts tourism and furthers job creation.
- 3.6 Establish a mutually beneficial relationship between property development and conservation.
- 3.7 Assist in preserving heritage, archaeological and historical sites within the area.
- 3.8 Liaise and cooperate with a wider network of similar conservation areas and organisations for mutual growth and development.

4 BODY CORPORATE

The Association shall:

- 4.1 Exist in its own right separately from its members or office -bearers;
- 4.2 Continue to exist despite changes in membership or in office-bearers;
- 4.3 Be able to own immovable property and other assets;
- 4.4 Be able to sue and be sued in its own name.

5 MEMBERSHIP

5.1 Classes of membership

Membership shall be distinguished by the following classes of members:

5.1.1 Ordinary members

Any individual, organisation, body corporate or legal entity who subscribes to the objectives of the Association and whose application for membership is approved by the Executive Committee shall be entitled to ordinary membership of the Association.

5.1.2 Associate members

Any organisation, body corporate or legal entity that subscribes to the objectives of the Association and that has knowledge, expertise, objectives and / or resources that are complementary to the objectives of the Association and whose application for membership is approved by the Executive Committee shall be entitled to associate membership of the Association.

5.1.3 Corporate members

Any organisation, body corporate or legal entity that subscribes to the objectives of the Association and that undertakes financial support or sponsorship of the Association and whose application for membership is approved by the Executive Committee shall be entitled to corporate membership of the Association.

5.2 Rights of Members

- 5.2.1 All members shall have the right of access to copies of the constitution, the annual report, the minutes of meetings and the financial statements of the Association.
- 5.2.2 All members shall have the right to receive notice of, attend, speak and vote at all meetings of members including the Annual General Meetings, Special General Meetings and General Meetings in accordance with the terms of the constitution.

5.3 Obligations of Members

Members shall have the following duties and obligations:

- 5.3.1 To further the aims and objectives of the Association.
- 5.3.2 To honour any obligation undertaken prior to the cessation of membership.

5.4 Limitation of Liability of Members

The liability of members shall be limited to one Rand.

5.5 Application for membership

Upon approval by the Executive Committee of an application for membership, the applicant shall become a member of the Association. 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.

5.6 Membership fees

5.6.1 Members may be subject to an entrance, or any other fee, as determined by the Executive Committee from time to time.

5.6.2 Membership fees shall be payable as prescribed by the Executive Committee.

5.7 Meetings of members

5.7.1 Annual General Meeting

5.7.1.1 The Annual General Meeting shall be held as soon after the Association's financial year-end as may be convenient but not later than six months after the end of the financial year.

5.7.1.2 The chairperson's report shall be presented for approval by members present.

5.7.1.3 The audited financial statements shall be presented for approval by members present.

5.7.1.4 Members present at the Annual General Meeting shall approve the appointment of auditors for the ensuing year.

5.7.1.5 Members of the Executive Committee shall be elected by all members present.

5.7.1.6 Members of the Advisory Board shall be elected by associate and corporate members present.

5.7.1.7 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.

5.7.2 Special General Meeting

5.7.2.1 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.

5.7.2.2 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.

5.7.3 General Meeting

5.7.3.1 A General Meeting may be convened by the chairperson

5.7.3.2 A General Meeting shall deal with the purpose set out in the notice of such meeting.

5.7.4 Quorum at members' meetings

- 5.7.4.1 No business shall be transacted at any meeting of members unless a quorum of twenty (20) members is present.
- 5.7.4.2 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.

5.7.5 Adjournment of members' meetings

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

- 5.7.5.1 date, time and place to which the meeting has been adjourned;
- 5.7.5.2 matters before the meeting when it was adjourned, and
- 5.7.5.3 grounds for the adjournment.

5.7.6 Notices of members' meetings

- 5.7.6.1 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.
- 5.7.6.2 Notice may be given by electronic media and by advertisement.

5.7.7 Chairperson at members meetings

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.

5.7.8 Voting at members' meetings

- 5.7.8.1 Each member at any meeting shall have one vote. Proxies will be allowed.
- 5.7.8.2 The chairperson shall have a casting vote as well as a deliberate vote.
- 5.7.8.3 All matters at any meeting shall be decided by a show of hands, unless the members present decide on a vote by ballot.

5.8 Register of Members

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

5.9 Cessation of Membership

Membership shall be terminated:

- 5.9.1 in the event of the member ceasing to fulfil the qualifications and obligations of membership;
- 5.9.2 in the event of the member being guilty of misconduct prejudicial to the reputation of the Association;
- 5.9.3 upon the member's written resignation;
- 5.9.4 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;
- 5.9.5 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.

6 EXECUTIVE COMMITTEE

The Executive Committee shall manage the affairs of the Association.

6.1 Composition of Executive Committee

The Executive Committee shall consist of:

- 6.1.1 not less than five (5) persons elected by members at an Annual General Meeting or at a special meeting convened for that purpose,
- 6.1.2 two (2) persons appointed by the Advisory Board as constituted in paragraph 6.2, and
- 6.1.3 not more than two (2) persons co-opted by existing members of the Executive Committee.
- 6.1.4 Members of the Executive Committee shall serve on the Committee until the next Annual General Meeting and shall be eligible for re-election or for re-appointment by the Advisory Board or for co-option.

6.2 Voting Rights, Meetings and Veto Rights of Executive Committee Members

- 6.2.1 Each member of the Executive Committee, whether elected by the members, appointed by the Advisory Board or co-opted, shall be entitled to one equal vote at all Executive Committee meetings.
- 6.2.2 The chairperson shall have a casting as well as a deliberate vote.
- 6.2.3 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.
- 6.2.4 The Committee shall meet as often as required but not less than three times annually.
- 6.2.5 A quorum at a meeting of the Committee shall be a majority of the members.

6.3 Office bearers

- 6.3.1 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.
- 6.3.2 All Executive Committee members, whether elected at a members' meeting, appointed by the Advisory Board, or co-opted, shall be entitled to be elected as office bearers.
- 6.3.3 In the case of the resignation or incapacity of an office bearer, the Executive Committee shall elect a replacement.

6.4 Functions and duties of Executive Committee

- 6.4.1 Control and management of the Association shall be vested in the Executive Committee.
- 6.4.2 The Executive Committee shall strive to further the aims and objectives of the Association.
- 6.4.3 The Executive Committee shall perform its functions and duties in accordance with generally accepted principles and concepts of good governance.
- 6.4.4 The Executive Committee shall ensure that the income of the Association from whatsoever source derived shall be applied solely towards the furtherance of the aims and objectives of the Association.
- 6.4.5 The Executive Committee shall be the custodian of the Association's assets and shall be responsible for its solvency.
- 6.4.6 The Executive Committee shall ensure that all the financial transactions of the Association are transacted through a bank account to be opened in the name of the Association with a duly registered Bank.
- 6.4.7 The Executive Committee shall ensure that proper financial records and books of account are kept and maintained.
- 6.4.8 The Executive Committee shall ensure that proper minutes are taken at all Association meetings, that such minutes are properly recorded and maintained and that they are available for inspection by members of the Association.
- 6.4.9 The Executive Committee shall ensure that the books and records of the Association are subjected to annual audit by an independent duly registered auditor.
- 6.4.10 The Association shall indemnify and hold harmless its committee members and office bearers against any claim or action flowing from the normal conduct of their duties.

6.5 Powers of Executive Committee

The Executive Committee:

- 6.5.1 shall be empowered to exercise all the rights and powers of the Association.
- 6.5.2 shall have the power to make investments and to acquire, hold, alienate, exchange, let or hire movable or immovable property on behalf of the Association and execute all documents necessary to give effect thereto, provided that all movable or immovable property belonging to the Association, or to which it may become entitled, shall be for the Association's sole use.
- 6.5.3 shall be empowered to raise funds from external sources without placing a financial obligation on either the Association or its members.
- 6.5.4 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.
- 6.5.5 shall be empowered to enter into contracts of whatsoever nature that may be necessary for the furtherance of the objectives of the Association.

6.5.6 shall be empowered to draw up any policy, procedure or regulation for the improvement of the administration of the Association.

6.6 Termination of Committee membership

A Committee member of the Executive committee or any sub-committee established by the executive committee shall terminate his/her membership of the Committee or shall be removed as a member of the Committee upon:

- 6.6.1 Submission of his/her resignation to the chairperson.
- 6.6.2 Being declared insolvent.
- 6.6.3 Being declared legally incapable of managing his/her own affairs.
- 6.6.4 Being absent from three (3) consecutive Committee meetings without apology.
- 6.6.5 Being removed as a Committee member by resolution, at a Special General meeting

6.7 Remuneration of Committee members

A Committee member of the Executive Committee or any sub-committee established by the Executive Committee:

- 6.7.1 shall not be entitled to receive any remuneration for service as a Committee member.
- 6.7.2 shall be entitled to reimbursement of expenses undertaken by them in the execution of their duties, if so authorised by the Executive Committee.

7 ADVISORY BOARD

7.1 Composition of Advisory Board

The Advisory Board shall consist of:

- 7.1.1 not less than three (3) persons nominated solely by associate and corporate members at an Annual General Meeting or at a Special General Meeting of members convened for that purpose and ratified by the majority of all members present at such meeting.
- 7.1.2 the chairperson and secretary of the Executive Committee, and
- 7.1.3 not more than three (3) persons co-opted by existing members of the Advisory Board.
- 7.1.4 Members of the Advisory Board shall serve on the Board until the next annual general meeting and shall be eligible for re-election or co-option.

7.2 Voting Rights and Meetings of Advisory Board Members

- 7.2.1 Each member of the Advisory Board shall be entitled to one equal vote at all Advisory Board meetings.
- 7.2.2 The chairperson shall have a casting as well as a deliberate vote.
- 7.2.3 The first meeting of a newly elected Board shall be held as soon as practical after the annual general meeting but not later than 180 days after such meeting.
- 7.2.4 The Board shall meet as often as required but not less than once annually.
- 7.2.5 A quorum at a meeting of the Committee shall be a majority of the members.

7.3 Office bearers

- 7.3.1 At the first Advisory Board meeting after the annual general meeting, the board members shall elect a chairperson and a vice-chairperson.
- 7.3.2 The secretary of the Executive Committee shall serve as secretary of the Advisory Board.
- 7.3.3 In the case of the resignation or incapacity of an office bearer, the Advisory Board shall elect a replacement.

7.4 Functions and duties of Advisory Board

The Advisory Board shall:

- 7.4.1 Seek to provide guidance and advice regarding ecological, conservation and bio-diversity issues and trends to the Association.
- 7.4.2 Seek to provide guidance and advice regarding local and international sustainability issues and trends to the Association.
- 7.4.3 Seek to promote the Association with national, regional and local government, with the corporate sector and with appropriate local and international organisations.
- 7.4.4 Seek to assist the Association with the resourcing of funds.
- 7.4.5 Seek to provide guidance and advice regarding legal matters.
- 7.4.6 Seek to provide guidance and advice regarding financial and resource matters.
- 7.4.7 Seek to provide strategic guidance and advice regarding any other matters pertaining to the Association.

7.5 Powers of Advisory Board

- 7.5.1 The Advisory Board shall not have executive powers or authority to contract on behalf of the Association.
- 7.5.2 The Advisory Board shall have the right to call a Special General meeting to consider rescinding any decisions or resolutions of the Executive Committee.

7.6 Termination of Advisory Board membership

- 7.6.1 An Advisory Board member may terminate his/her membership of the Advisory Board by submission of his/her resignation to the chairperson of the Advisory Board.
- 7.6.2 An Advisory Board member may be removed as a member of the Advisory Board by resolution of a Special General meeting of Association members.

7.7 Remuneration of Board members

A member of the Advisory Board:

- 7.7.1 shall not be entitled to receive any remuneration for service as an Advisory Board member.
- 7.7.2 shall be entitled to reimbursement of expenses incurred by them in the execution of their duties as an Advisory Board member, if so authorised and approved by the Executive Committee.

8 FINANCIAL AND LEGAL

- 8.1.1 The year end of the Association shall be the last day of February of each year.
- 8.1.2 The fiduciary responsibility of the Association shall vest 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 Association.
- 8.1.3 The Association shall be prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and shall be 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.
- 8.1.4 The Association shall be 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.
- 8.1.5 Members or office-bearers of the Association shall have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.

9 AMENDMENTS TO THE CONSTITUTION

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

- 9.1 notice of the proposed amendment(s) be given to all members of the Association not less than thirty (30) days prior to a meeting of the Executive Committee to approve such amendment(s).
- 9.2 the notice to members of the Association 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.
- 9.3 any such written or oral representations shall be considered by the Executive Committee at the meeting to approve such amendment(s).
- 9.4 notice of any changes to the proposed amendment(s) arising from such representations and agreed to by the Executive Committee, shall be given to all members of the Association not less than thirty (30) days prior to a further meeting of the Executive Committee to approve such amendment(s).
- 9.5 members of the Association 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.
- 9.6 any such further written or oral representations shall again be considered by the Executive Committee at the meeting to approve such further amendment(s).
- 9.7 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 Association 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.

10 DISSOLUTION OF THE ASSOCIATION

- 10.1 The Association 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 Association and disposal of its assets are to be considered.
- 10.2 Any assets remaining after discharge of the liabilities of the Association 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 Sustainability Association.

11 ADOPTION OF THE CONSTITUTION

This Constitution was approved and accepted by members of the Klipriviersberg Sustainability Association at the annual general meeting held on 23 August 2011.

Chairman

Secretary

Date

Date