

CONSTITUTION OF THE DARGLE CONSERVANCY

1 NAME, STATUS, AFFILIATION AND GEOGRAPHIC AREA

- 1.1 There is hereby constituted an organisation to be known as the Dargle Conservancy ("the 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.
- 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.
- 1.6 The area envisaged and intended to fall within the Conservancy includes the whole of the Dargle Valley and its surrounding catchment area.

2 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.

3 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.

4 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.

5 OBJECTIVES

- 5.1 The primary objective of the Conservancy shall be to promote through sound management principles, the conservation of the total environment of the Conservancy area so as to maintain and promote its rural character, both intrinsically and visually, as well as maintaining maximum natural biodiversity.
- 5.2 The ancillary objectives of the Conservancy will be:
 - 5.2.1 To generate interest and active participation by landowners, residents and other interested parties in sound environmental values, sustainable lifestyles, the conservation of indigenous fauna and flora and the protection of the environment in the area.

- 5.2.2 The monitoring of 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.
- 5.2.3 The protection, regulation and improvement of the environment.
- 5.2.4 To promote general improved security awareness within the Conservancy.
- 5.2.5 To promote and encourage public awareness of the problems, concerns and achievements of the Conservancy.
- 5.2.6 To promote interest and participation in environmental education.
- 5.2.7 To associate with, affiliate to, communicate with or exchange information with, any other organisation with similar objectives in order to achieve the above objectives.
- 5.2.8 Notwithstanding 1.6 above, the Conservancy shall be entitled to be active outside the actual area comprising the conservancy.
- 5.2.9 To raise funds or to invite and receive contributions to achieve the above objectives.

6 MEMBERSHIP

- 6.1 The Conservancy shall consist of paid-up members ("members").
- 6.2 Membership shall be open, at the discretion of the Committee, to all persons interested in protecting, promoting and furthering the objectives of the Conservancy.
- 6.3 The membership of the Conservancy shall consist of Ordinary members, Honorary members and Life members.
- 6.4 Application for membership shall be by means of written application, or in such form as may be prescribed by the Committee, and shall be accompanied by the subscription fee.
- 6.5 The subscription fee payable to the Conservancy by its members shall be determined annually in advance by the Committee.
- 6.6 Subscriptions shall become due and payable on 1 March of each year. Payment thereof constitutes being a paid-up member.
- 6.7 Membership shall lapse or be terminated 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.
- 6.8 Failure to act in accordance with the provisions of this Constitution will constitute grounds for termination of membership of the conservancy.
- 6.9 The power to terminate membership shall only be exercised after there has been an investigation by the Committee and after the member in question has been afforded the opportunity to be heard by the Committee.
- 6.10 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.
- 6.11 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.
- 6.12 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.

7 MANAGEMENT

- 7.1 The entire management of the Conservancy shall be vested in an elected Executive Committee ("the Committee"), consisting of not less than 5 and not more than 9 persons, who shall retire annually at the Annual General Meeting, but who shall be eligible for re-election.
- 7.2 The office-bearers and committee members of the Conservancy shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer and such other committee members as may be deemed necessary to achieve the objectives of the Conservancy.
- 7.3 The Committee shall have the power to fill any vacancies occurring on the Committee.
- 7.4 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.
- 7.5 The Chairman 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.

8 POWERS AND DUTIES OF THE COMMITTEE

- 8.1 The Committee shall be entrusted with and shall perform and exercise on behalf of the Conservancy the following powers and duties:
- 8.2 To make such rules and regulations as are necessary for the efficient running of the Conservancy.
- 8.3 To delegate any of its powers to a sub-committee for the better carrying out of the objectives of the Conservancy.
- 8.4 To co-opt additional persons for specific assistance if circumstances so require.
- 8.5 To conclude any transactions on behalf of the Conservancy.
- 8.6 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 in connection with the conduct of the affairs of the Conservancy.
- 8.7 To ensure that proper accounts of the funds of the Conservancy, its revenue and expenditure, are kept and recorded.
- 8.8 To deal generally with property and funds of the Conservancy for purposes of attaining its objectives.

9 FINANCE

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

annually.

- 9.3 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.
- 9.4 A suitably qualified accounting officer appointed by the Committee shall compile the financial statements of the Conservancy annually.
- 9.5 The Conservancy financial statements shall be submitted for approval at the Annual General Meeting following the financial year to which they relate.
- 9.6 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.
- 9.7 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.

10 MEETINGS

10.1 Annual General Meeting:

- 10.1.1 The Annual General Meeting shall be held annually, not later than 3 months after the financial year-end.
- 10.1.2 Members shall be given 14 days notice of the meeting, together with notice of the agenda and proposals for consideration thereat.
- 10.1.3 The business of the Annual General Meeting shall be:
- 10.1.3.1 To receive the Chairman's annual report;
- 10.1.3.2 To receive the annual financial report;
- 10.1.3.3 To elect office-bearers.
- 10.1.4 A quorum shall comprise 40% of the members.

10.2 Special General Meeting:

- 10.2.1 A Special General Meeting may be called either by the Committee, or upon receipt of a written request therefore signed by not less than 20% of the members.
- 10.2.2 Members shall be given 14 days notice of the meeting and shall be fully advised of the agenda and the purpose of the meeting.
- 10.2.3 A quorum shall comprise 40 % of the members.

10.3 Committee Meetings:

Committee meetings shall be held as and when required.

10.4 Minutes:

Minutes of each meeting of the Conservancy shall be kept.

10.5 Voting:

- 10.5.1 In the event of a vote being required, except as provided for in 10.7.2. below, a simple majority shall decide the vote.
- 10.5.2 Only paid-up members shall be permitted to vote at any meeting.
- 10.5.3 At any meeting the Chairman shall have both an ordinary vote and a casting vote.

10.6 Deferment:

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

10.7 Amendment of the Constitution:

10.7.1 A member wishing to propose an amendment to the constitution shall give written notice thereof to the Secretary one month prior to the Annual or Special General Meeting.

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

11 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 appoint liquidators 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.

12 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.

13 ADOPTION

The above Constitution was adopted by a General meeting of the Conservancy held on the 12th day of May 2005.