

CONSTITUTION
OF
THE FRIENDS OF PILANESBERG SOCIETY



FRIENDS OF PILANESBERG

DESTRUCTION WAS OUR PAST - LET CONSERVATION BE OUR FUTURE

1. NAME AND CONSTITUTION

- 1.1 The name of the organization shall be "Friends of Pilanesberg Society" which may be known by the acronym, "FOPS". In this document referred to as "The Society".
- 1.2 The Constitution of The Society shall consist of the provisions contained herein which may only be amended by the process detailed in Clause 10.

2. AREA OF OPERATIONS

- 2.1 The Society's physical operating areas are the North West Province and in particular, the Pilanesberg & ~~Borakalale~~ National Parks, and any other areas into which The Society may decide to expand its sphere of operation.

3. AIMS OF THE SOCIETY

3.1 Primary Objective:

Within such legal restraints as may pertain at any given time, the aim of The Society is to assist the relevant authorities of any of The Society's areas of operations in all facets of conservation.

3.2 Subsidiary Objectives:

- 3.2.1 To promote and sponsor education, training and dissemination of information in any of the disciplines of conservation;
- 3.2.2 To recruit new members to The Society;
- 3.2.3 At the discretion of the Committee encourage and assist the establishment of branches of The Society, anywhere in the world. Any such branch shall be subject to the terms of this Constitution as amended from time to time;
- 3.2.4 To foster a spirit of friendship and co-operation between the membership of The Society and the permanent and temporary residents of physical operating areas;
- 3.2.5 To seek, collect and accept subscriptions, donations, bequests, endowments plus any other benefits from any source whatsoever for the advancement of the aims of The Society;
- 3.2.6 To promote and publicise the aims of The Society and to engage in any other activities considered necessary or expedient to further these aims.

4. LEGAL POSITION OF THE SOCIETY

- 4.1 The Society is a voluntary non-profit organization with its own legal identity which is separate from its office bearers, committee members and ordinary members. The Society will continue to exist even if the members change. The Society is not formed for the purpose of gain of any of its members except as provided for in 4.1.1 & 8.21.
 - 4.1.1 The Society shall be entitled to engage the services of any suitably qualified member in his professional capacity to provide a service or work for FOPS and be remunerated therefor subject to authorization by the Committee. Any Society member whose expertise in a given subject is regarded as of a high enough

~~standard to entitle that member to be used as a lecturer on The Society's official education and training course may be paid, subject to Committee's approval, an honorarium for his or her services.~~

4.2 ~~The Society shall be solely responsible for all its debts and no member or office bearer or Committee member shall in any way be personally responsible for the debts of the Society. The Society is liable only for its own debts and any assistance granted to any person or body, whether corporate or incorporate, shall not render it liable for the debts of such person or body.~~

4.24.3 ~~Any assistance given by the Society, whether financial or otherwise, to any other organization, company or entity of any kind whatsoever, shall not render the Society liable for the liabilities of such organization, body corporate or entity.~~

4.34.4 ~~The Chairman or Acting Chairman may sue or be sued on behalf of The Society in any Court of Law. All processes of law, notices or the like shall be regarded as sufficiently served when served on the Chairman or Acting Chairman. Such Chairman or Acting Chairman shall not be personally liable over and above his liability as a member of the Society for any loss suffered by the Society or its members as a result of any judgement against The Society in any court of law.~~

4.5 ~~No Office Bearer, Committee member, member, agent or servant of the Society, shall be liable or indemnified out of its funds, against any liability incurred by him or her in the conduct of The Society's business, and no such person shall be liable for any loss incurred by The Society upon any ground whatsoever. Members and office-bearers have no rights in the property or other assets of the Society solely by virtue of their being members or office-bearers.~~

4.6 ~~The income and property of the Society shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office-bearers except as reasonable compensation for services actually rendered to the Society or reimbursement of actual costs or expenses reasonably incurred on behalf of the Society.~~

4.44.7 ~~Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Society shall be indemnified by the Society for all acts done by them in good faith on its behalf.~~

4.54.8 ~~Subject to the provisions of any relevant law, no member of the Society or appointed delegates shall be liable for the acts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Society, 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. No members shall be liable for the debts of The Society except to the extent of that member's unpaid membership fees.~~

5. PROPERTY OF THE SOCIETY

- 5.1 Property of The Society, moveable and immovable, shall be held on inventory in the name of "The Trustees of the Friends of Pilanesberg Society" who shall be the Committee.
- 5.2 All inventories must be checked annually by two committee members independent of the inventory holder.

6. MEMBERSHIP

- 6.1 The financial year runs from 1 August to 31 July. Membership fees are due on 1 August annually.
- 6.2 Membership is available in the following categories:
 - 6.2.1 Ordinary – is open to any individual, with a one vote entitlement:
 - 6.2.2 Family – is open to a husband and wife (or a couple living together as a family unit husband and wife) and their children under the age of 18, or children older than 18, who are still financially dependent on the family and can provide proof of registration at a tertiary institution, i.e. can provide confirmation on a letterhead of the tertiary institution at which the child is registered, or has a valid student card (children should be 16 years and older to join work parties at Pilanesberg National Park) up to and including the age of 17 years. Family membership carries are considered to consist of two primary members who are each entitled to one vote each. Subsidiary members do not carry any votes. a one vote entitlement.;
 - 6.2.3 Corporate -is open to any corporate body including clubs, societies, associations or trusts approved by the Committee. Corporate membership shall be represented by one person nominated in writing by the corporation. Each Corporate representative is entitled to exercise one vote;
 - 6.2.4 Honorary - An Honorary member shall enjoy membership privileges without the obligation to pay membership fees. Honorary membership shall be awarded at the Annual General Meeting ("AGM") on proposal by a majority of The Committee and acceptance by the AGM. Honorary membership carries no voting rights;
 - 6.2.5 Life - open to any individual who chooses to pay the appropriate fee for life membership. The appropriate fee shall not be less than 20 years membership fees: at the rate prevailing at the time. Life members are entitled to one vote.
- 6.3 Any individual may be refused membership, or the membership of an individual may be cancelled by the Committee for misconduct or other reason considered detrimental to the interests of The Society provided that such a refusal or cancellation may be put to the vote at an Annual General Meeting (AGM) or Special General Meeting (SGM) at which the Committee's decision may only be nullified by a vote of two thirds of those members present with voting powers and forming a quorum.
- 6.4 Membership may be cancelled should a member fail to pay overdue membership fees

within one month of the posting of a personal reminder from the secretary to his/her last known address.

7. COMMITTEE AND OFFICE BEARERS

Only fully paid up members of The Society may stand for election.

7.1 STRUCTURE

- 7.1.1 The Committee shall consist of a minimum of ~~eight~~ six and a maximum of twelve Members. Including in this number shall be the following Office Bearers: Chairman, a Secretary and Treasurer elected at the AGM.
- 7.1.2 In addition to the positions defined in 7.1.1 above, the Committee shall consist of specific portfolios which shall be defined by the Committee to meet the changing needs of The Society.
- 7.1.3 Should it prove necessary to source specific skills, the Committee may co-opt a suitable society member, who will have no voting rights on the Committee. All co-opted Members shall stand down at the AGM.
- 7.1.4 The Parks Board Representative (if applicable) shall fill an advisory and liaison role only and will have no voting rights.

7.2 ELECTION PROCEDURE

- 7.2.1 The Committee shall be elected by ballot or show of hands at an AGM or SGM, and ~~ballot papers~~ the votes shall be counted by a nominated representative. Only persons selected from the floor by the said representative may assist in the vote count.
- 7.2.2 Nominees who have agreed in writing to stand for nominations and have indicated the positions to which they aspire, should be proposed and seconded in writing to the Secretary not less than fourteen (14) days prior to the AGM/SGM. In the event that there are insufficient nominations to fill the vacancies, the Chairman may accept nominations proposed and seconded from the floor, during the meeting.

7.2.3 Where written nominations have been received, they shall be posted on a nominations board (on website) prior to the commencement of the meeting.

~~7.2.3~~ 7.2.4 Should a Committee Member cease to stand before the next AGM, the Committee has the right to appoint an interim member until ~~the~~ next AGM.

7.3 DURATION OF TERMS OF OFFICE

- 7.3.1 The term of office for Committee members is two years;
- 7.3.2 All Committee Members may stand for re-election;
- 7.3.3 A Committee member shall cease to hold office as such if:
- By notice in writing to the remaining Committee members, he resigns his office
 - He becomes of unsound mind
 - By resolution of a General meeting of The Society members, passed by a / two

thirds majority, he is removed from office, provided that the intention to vote upon the removal from office has been specified in the notice convening the meeting.

- He has served out his term of office and does not seek re-election.

8. MANAGEMENT OF THE SOCIETY BY THE COMMITTEE

- 8.1 The Committee shall meet on a regular basis; and not less than eight times per year. Meetings shall be convened by the Chairman or, in his absence, any other office bearer. A Committee quorum shall be 50% of the elected Committee Members.
- 8.2 Committee meetings shall be chaired by the Chairman or in his absence, the Acting-Chairman or in their absence, by an Office Bearer elected to do so by the quorum attending the meeting.
- 8.3 Any Committee Member who is absent from two consecutive Committee meetings without leave from the Chairman and formally expressed apologies shall cease to be a Committee Member unless re-elected or co-opted.
- 8.4 Proceedings at every Committee meeting including resolutions proposed, seconded and whether motions were carried, carried unanimously or defeated must be minuted by the Secretary, or in the Secretary's absence by a Committee Member appointed to do so. The Minutes must also record by name, the proposer and seconder of all motions. Any committee member is entitled to be recorded as having dissented or abstained on any particular motion;
 - 8.4.1 Minutes must be circulated to committee members as soon as possible after a meeting but a minimum of two days prior to next convened meeting;
 - 8.4.2 At Committee meetings, the minutes of the previous meeting, after any necessary corrections have been recorded, must be adopted by resolution as a true reflection. This master copy must then be signed by the Chairman of the meeting and be posted into a minute book kept for that specific purpose.
- 8.5 Any fully paid-up Society Member shall be entitled, upon request, access to a copy of any confirmed minutes.
- 8.6 Voting at Committee Meetings shall normally be by a show of hands and a simple majority shall carry any resolutions proposed and seconded by Members. The Chairman of the Meeting shall exercise an additional casting vote in the event of an impasse. Should three (3) Committee Members present at a meeting so request, the voting shall be by ballot.
- 8.7 Any Committee Member absent and formally excused from a Committee meeting may propose a resolution in writing to the Secretary before the meeting.
- 8.8 The Committee may appoint a professional officer or officers to The Society on a contractual basis. The terms of a contract between such an officer and The Society shall be agreed by the Committee and signed by the Chairman and be binding on The Society.

- 8.9 An officer appointed by the Committee on a contractual basis under 8.8 (above) shall not ipso facto be a Committee Member by virtue of other considerations.
- 8.10 Society Members shall be re-imbursed for valid expenses in the performance of Society business as approved by the Committee.
- 8.11 The Committee may delegate its responsibilities (but not its powers) to ad hoc and/or sub-Committees consisting of not less than three Society Members of which the Chairman and Acting Chairman shall be ex officio Members. The Committee is to provide any such sub-Committee with specific terms of reference and its delegated responsibilities in writing.
- 8.12 The Committee in pursuance of the aims of The Society may, as necessary, foster, liaise with, and co-operate with any organization having the same or similar aims fulfilled to the satisfaction of the Committee.
- 8.13 The Committee shall open a bank account or accounts in the name of The Society. The Committee shall be responsible for decisions regarding the operation of all such accounts.
- 8.14 Committee members shall have signing powers on The Society's cheque accounts and at least two such signatures shall be required to validate each cheque or other banking instrument which shall be decided by the Committee.
- 8.15 All funds received by The Society shall be paid into The Society's appropriate bank account. A full record of income and expenditure shall be kept by the Treasurer and such record shall be made available to the Committee at each Committee meeting and on request to any society member.
- 8.16 Except in cases of direct deposit or electronic transfer, all monies received on behalf of The Society shall be on numbered receipts and handed to the Treasurer.
- 8.17 So far as is reasonably convenient, all payments on behalf of The Society shall be made by cheque [or electronic funds transfer \(EFT\)](#) upon one of The Society's bank accounts and signed/ [captured and approved](#) as required in 8.14.
- 8.18 The Society's Financial Year shall end on 31 July of each year and accounts for the annual period shall be drawn up and certified by an Auditor appointed by the Committee and presented for the inspection of the Members at the AGM.
- 8.19 All the business and affairs of The Society shall be managed and controlled by the Committee which shall have full power and authority to execute the Aims of The Society except where such powers are expressly reserved to the AGM or SGM.
- 8.20 In addition, but without prejudice to the general authority, the committee shall have authority to:
- 8.20.1 buy, sell, let or hire, exchange, transfer, receive by way of donations or

otherwise, movable or immovable property and to invest the funds of The Society in terms of 5(1) (c) of the Fund-raising Act 1978 that is with a registered deposit receiving institution;

- 8.20.2 borrow money on the security of immovable property and pass mortgage bonds on the same;
- 8.20.3 generally deal with the property and funds of The Society for the purpose and objects of The Society;
- 8.20.4 institute and defend legal proceedings on behalf of The Society, and for that purpose to sign and execute any necessary Powers of Attorney;
- 8.20.5 hire employees for the purpose of carrying out the business of the Committee;
- 8.20.6 appoint an auditor to examine and report on the accounts of the
- 8.20.7 Society and to remunerate him accordingly;
- 8.20.8 register the name and Constitution of The Society under any appropriate law; [and](#)
- 8.20.9 enter into reciprocal arrangements with any other similar Society anywhere in the world providing that such arrangements benefit The Society and its Members.

8.21 The Committee will determine the annual membership fee.

9. GENERAL MEETINGS

- 9.1 An AGM shall be held as soon as possible after the financial year end and not later than 30 November.
- 9.2 A notice convening any General Meeting shall be posted /emailed or uploaded to web site, to all members at least fourteen (14) days prior to the date fixed for the meeting. In case of the AGM, the notice convening the meeting shall be accompanied by an Agenda including the following items;
 - 9.2.1 Verification of the Convening Notice;
 - 9.2.2 Apologies;
 - 9.2.3 Adoption of the minutes of the previous AGM;
 - 9.2.4 Chairman' s Report;
 - 9.2.5 Treasurer's Report;
 - 9.2.6 Specific portfolio Reports;
 - 9.2.7 Election of Office Bearers & Committee Members, if applicable:
 - 9.2.8 Motions (if any)
 - 9.2.9 Any other business
- 9.3 Written notice of any motion to be proposed and seconded by Members with voting powers should be lodged with the Secretary at least fourteen (14) days before the meeting. Motions on any item on the Agenda can be proposed from the floor should they clearly arise as a result of reports to the Members concerning said item.

The decision of the Chairman of the meeting shall be binding regarding the acceptance of such motions under this exceptional proviso.

- 9.4 A quorum at any General Meeting shall be 5% of paid-up Members, at the time of calling the meeting, who are entitled to vote.
- 9.5 The Chairman or, in his absence, the Acting Chairman, shall convene a Special General Meeting on receipt of a written petition signed requesting him to do so. Notice of the meeting and details of the petition must be posted; emailed and / or uploaded to website to all Members at least fourteen (14) days before the date fixed for the meeting. The petition must detail the motion(s) to be debated, and must be signed by not less than 20 voting members or 5 Committee Members.
- 9.6 In the event of a voting impasse at any General Meeting the Chairman of that meeting shall have a casting vote.

10. AMENDMENTS TO THE CONSTITUTION

- 10.1 The Constitution shall only be amended by a two thirds majority of Members forming a quorum at an AGM or SGM.
- 10.2 Not less than (21) days before any meeting at which amendments to the Constitution are to be proposed and put to the vote, all Members must be notified by post (email) of the purpose of the amendments and where they may obtain a copy of the existing Constitution. The Constitution and proposed amendments shall be made available to the Members at the meeting.

11. DISSOLUTIONS

- 11.1 A motion for the dissolution of The Society must be put to the vote at an AGM or SGM and must be carried by a two thirds majority of a General Meeting quorum
- 11.2 If The Society ceases to function, the following provisions shall apply:
- 11.2.1 The last elected Chairman or, if he is not available, the Acting Chairman, together with all available Members of the last elected Committee shall act as Trustees for the winding up formalities;
- 11.2.2 The Trustees shall furnish a Financial Statement covering the period of operations of The Society until its dissolution;
- 11.2.3 In the event of dissolution of The Society, and before disposing of any assets the Trustees [shall] must give priority to the settlement of any outstanding debts owing to Members or employees with whom The Society has or has had a contractual arrangement. Should any such settlement be in dispute they must be resolved by an arbiter chosen to the satisfaction of the parties involved. The costs of arbitration are to be awarded by the arbiter;
- 11.2.4 The Trustees shall then appoint a liquidator who shall be requested to dispose of any remaining assets or funds to any registered fund- raising organization or organizations having similar aims as The Society;
- 11.2.5 The Trustees shall place all books containing the Records and Financial Accounts of The Society into safe custody as determined by the Liquidator;

11.2.6 In the event of The Society becoming defunct and no Office Bearers being available to execute its dissolution according to the terms of 11.2.3 – 11.2.4 any Member or ex-Member may apply to The Society's Auditors for the dissolution of The Society on the grounds that it is no longer able to fulfil its purpose and aims. On such dissolution, the assets of The Society shall be realized by a liquidator appointed by The Society's auditors and assets shall be disposed of subject to 11.2.3 and subsequently 11.2.4.

12. DISPUTES

Should a dispute arise concerning the interpretation of any provisions of this Constitution, it shall be resolved by an arbiter chosen to the mutual satisfaction of the parties involved. Any costs incurred in arbitration are to be awarded by the arbiter

We, undersigned, hereby certify that the above is the Constitution of The Friends of Pilanesberg Society.

SIGNED AT JOHANNESBURG ON THE _____ DAY OF _____

SECRETARY

CHAIRMAN