

Constitution of the Klipriviersberg Nature Reserve Association as adopted by the Special General Meeting of 25th April 2018.

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1 Preamble

Concerned residents of Johannesburg recognise the exceptional conservation, historical, cultural, aesthetic, educational and recreational values of the Klipriviersberg Nature Reserve. Such residents desire that these assets be made accessible to and be enjoyed by all citizens of Johannesburg, members of the public at large and tourists. They furthermore desire that the Reserve be conserved for future generations. With the above in mind, these residents wish to form a voluntary association with the name, Aims and Objectives and Constitution as set out below.

2 Name

The name of the voluntary association shall be "Klipriviersberg Nature Reserve Association" (KNRA) hereinafter referred to as the "Association".

3 Aims and Objectives

3.1 To ensure the permanent existence, security and integrity of the Reserve as an invaluable urban conservation area for all the citizens of the City of Johannesburg, as well as for future generations.

3.2 To protect and enhance the biodiversity of the Reserve.

3.3 To protect and preserve items of geological, archaeological, historical, cultural and heritage interest within the Reserve.

3.4 To promote and assist in the research, compiling of records and documentation of fauna, flora and other natural assets in the Reserve.

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3.5 To promote and assist in the research, compiling of records and documentation of geological, archaeological, historical, cultural and heritage assets in the Reserve.

3.6 To render assistance and advice to national, provincial and in particular, local government in matters such as the biodiversity, conservation, protection, sustainability, management, maintenance, development, improvement and utilisation of the Reserve and the surrounding areas in accordance with applicable environmental legislation.

3.7 To encourage community support for the conservation of the Reserve and of other natural areas in the urban environment.

3.8 To keep the community and the public at large informed of all matters of significance relating to the Reserve.

3.9 To promote and encourage sustainable utilisation of the reserve by the local community, the public at large, tourists and other users, for recreational, leisure and educational purposes.

3.10 To guard against and oppose development in and around the Reserve at variance with applicable legislation.

3.11 To be a non-political organisation.

4 Body corporate

4.1 The Association shall:

4.1.1 Exist in its own right separately from its members;

4.1.2 Continue to exist despite changes in membership or in office bearers;

4.1.3 Be able to own immovable property and other assets;

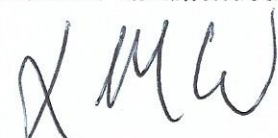
4.1.4 Be able to sue and be sued in its own name. The authority to sue and defend shall be vested in the Executive Committee who shall be represented by the Chairperson and the Vice-Chairperson;

4.2 Subject however to:

4.2.1 The fiduciary responsibility of the Association 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, as amended. No single person directly or indirectly shall control the decision making powers of the Association.

4.2.2 The Association 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 Aims and Objectives 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, as amended.

4.2.3 The Association being prohibited from carrying on any business undertaking or trading activity as envisaged in section 30 (b)(iv) of the Income Tax Act as amended.

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4.2.4 The Association 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 as amended.

4.2.5 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.

4.3 The year end of the Association shall be the last day of February of each year.

5 Membership

5.1 A member shall

5.1.1 Be a natural person.

5.1.2 Be a South African citizen or permanent resident.

5.1.3 Be eighteen years or older.

5.1.4 Complete and sign an application form as prescribed by the Executive Committee.

5.1.5 Abide by and subscribe to the Constitution of the KNRA.

5.2 Rights of a member of the KNRA

5.2.1 Sight and possession of KNRA Annual Report and financial statements.

5.2.2 To receive notice of, attend, speak and vote at all Annual General Meetings, Special General Meetings and General Meetings.

5.2.3 Have one vote on each matter at said general meetings.

5.2.4 Right to cast one vote per candidate and vote for up to 12 of the candidates proposed for the Executive Committee.

5.3 Obligations of a member of the KNRA

5.3.1 Subscribe to and uphold the Constitution of the KNRA.

5.3.2 To further the Aims and Objectives of the KNRA.

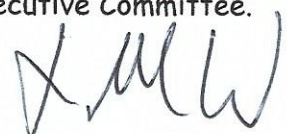
5.3.3 To honour any obligation undertaken prior to cessation of membership.

5.3.4 To declare any financial interest that the member may have in or attaching to the Reserve.

5.3.5 To keep their personal and/or contact details on record with the KNRA up to date.

5.3.6 To pay his/her annual subscriptions as determined by the Executive Committee.

5.4 Membership fees

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5.4.1 Shall be determined by the Executive Committee from time to time.

5.4.2 Shall be payable by no later than 31st May each year.

5.4.3 Shall be paid proportionally for persons who, for the first time, join in the course of the year.

5.5 Application for membership

Applications for membership shall be submitted to the Executive Committee for approval.

Upon approval 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 Limitation of Liability of Members

The liability of members shall be limited to their unpaid subscription.

5.7 Register of Members

The Association shall maintain a register of members which shall *inter alia* include the names and personal particulars as prescribed by the Executive Committee from time to time.

5.8 Cessation of Membership

Membership shall be terminated:

5.8.1 In the event of the member ceasing to fulfil the qualifications of membership.

5.8.2 In the event of the member being guilty of misconduct prejudicial to the reputation of the Association.

5.8.3 Upon the member's written resignation.

5.8.4 Upon failure by the member to pay the subscriptions due by 30th June.

5.8.5 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 Meetings of members

6.1 Types of members' meetings

An Annual General Meeting shall be held as soon after the Association's financial year-end as may be convenient, but not later than 31st August of each year.

A Special General Meeting may be called by the Chairperson or may be requisitioned by 20 (twenty) members in good standing who shall be present at such meeting. Failure by such members to attend the meeting shall nullify that meeting.

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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.

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.

6.2 Proceedings at Members' Meetings

Proceedings at the Annual General Meeting shall be as follows:

6.2.1 Welcome by the Chairperson.

6.2.2 Completion of the attendance register and acceptance of apologies.

6.2.3 Confirmation of the minutes of the previous Annual General Meeting.

6.2.4 Dealing with matters arising from the minutes of the previous Annual General Meeting.

6.2.5 Presentation of the Chairperson's report and its acceptance by the meeting.

6.2.6 Presentation of the Treasurer's report and its acceptance by the meeting.

6.2.7 Appointment of auditors for the ensuing year.

6.2.8 Election of Executive Committee.

The Executive Committee shall consist of not less than six members and not more than twelve members.

Members in good standing may cast one vote per candidate for up to twelve nominated candidates.

Voting shall be by ballot or a show of hands as determined by the Chairperson.

Nomination Process

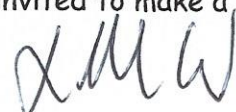
6.2.8.1 A nomination form which must include a clause whereby the nominee, if elected, undertakes to abide by the provisions of the Constitution of the KNRA, must be completed by the proposer who must be a member in good standing.

6.2.8.2 The nominee must be a KNRA member in good standing.

6.2.8.3 The nominee must sign the nomination form as acceptance of the nomination.

6.2.8.4 Duly completed nomination forms must reach the Secretary/Chairperson at least seven days prior to the date of the meeting.

6.2.8.5 At the discretion of the Chairperson, nominees may be invited to make a



statement and an opportunity may be given to members to pose questions to the nominee.

6.2.9 Any other items on the agenda.

6.2.10 Items of a general nature as allowed by the Chairperson.

6.2.11 Closure of the meeting.

The meeting will close after the business of the meeting has been concluded.

6.3 Quorum at members' meetings

6.3.1 No business shall be transacted at any meeting unless a quorum of twelve (12) members in good standing is present.

6.3.2 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.

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

6.3.3.1 date, time and place to which the meeting has been adjourned.

6.3.3.2 matters before the meeting when it was adjourned, and

6.3.3.3 grounds for the adjournment.

6.4 Notices of members' meetings

6.4.1 Meetings shall be held at such time and place as notified by giving members twenty one (21) days' notice. Such notice shall be counted from the date of posting of the notice. Non-receipt of duly sent notice of meeting shall not nullify the proceedings of such meeting.

6.4.2 Notices may be sent by post, telephone, fax, e-mail, or advertisement, or a combination of some of these.

6.4.3 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.

6.5 Voting at members' meetings

6.5.1 Each member at any meeting shall have one vote. Proxies shall not be allowed.

6.5.2 The Chairperson shall have a casting vote as well as a deliberate vote.

6.5.3 Matters at members' meetings shall be decided by a show of hands, or a ballot at the discretion of the Chairperson.

7 Executive Committee

7.1 Functions and duties of the Executive Committee



7.1.1 The control and management of the Association shall be vested in the Executive Committee (the Committee), which shall consist of not less than six (6) and not more than twelve (12) members inclusive of co-opted and ex-officio members.

7.1.2 The Committee shall strive to further the Aims and Objectives of the Association.

7.1.3 The 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.

7.1.4 The Committee shall be the custodian of the Association's assets and shall be responsible for its solvency.

7.1.5 The Committee shall meet as often as required but not less than three times annually. Members shall be allowed to attend Executive Committee meetings as observers at which meetings they will not be allowed to vote and will only be allowed to speak at the invitation of the Chairperson.

7.1.6 The first meeting of a newly elected Committee shall be held as soon as practical after the annual general meeting but not later than 90 days after such meeting.

7.2 Powers of the Executive Committee

7.2.1 The Committee shall be empowered to exercise all the rights and powers of the Association and shall be obliged to open and operate a banking account.

7.2.2 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 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.

7.2.3 The Committee shall be empowered to raise funds from external sources without placing a financial obligation on either the Association or its members.

7.2.4 The Committee may delegate any of its powers to sub-Committees consisting of members or non-members, provided that the Chairperson of such Committee shall be a member of the Executive Committee.

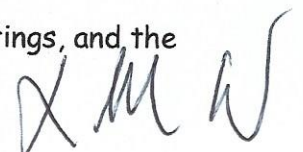
7.2.5 The Committee shall be empowered to draw up any regulation for the improvement of the administration of the Association.

7.2.6 The Committee shall have the power to co-opt additional Committee members. Such co-opted members shall not exceed one-third in number of the elected Committee members. Co-opted members shall have the same powers as an elected member.

7.2.7 The Committee may, at its discretion, agree to have as members of the Committee, officers or employees of statutory bodies that are involved with the management of the Reserve. Such members shall be termed ex-officio members and shall have the same powers as an elected member.

7.3 Membership of the Executive Committee

7.3.1 Each Committee member shall be entitled to one vote at all meetings, and the Chairperson shall have a casting as well as a deliberate vote.

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7.3.2 A quorum at a meeting of the Committee shall be:

7.3.2.1 Four (4) if the Committee consists of 6 members.

7.3.2.2 A majority of the members if the Committee consists of more than six members.

7.3.3 Members of the Committee shall be eligible for re-election.

7.3.4 A Committee member shall terminate his/her membership of the Committee or shall be removed from office without right of appeal upon:

7.3.4.1 Submission of his/her resignation to the Chairperson.

7.3.4.2 Being declared insolvent.

7.3.4.3 Being declared legally incapable of managing his/her own affairs.

7.3.4.4 Being removed from office, at the discretion of the Committee, for acting against the declared or stated interests of the Association or for bringing the Association into disrepute.

7.3.4.5 Being removed from office by resolution at a Special General meeting.

7.3.4.6 Being absent from three (3) consecutive Committee meetings without apology.

7.4 Office bearers

7.4.1 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.

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

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

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

7.4.5 A member of the Executive Committee shall vacate office without right of appeal upon acquiring a financial interest in or concerning the Reserve.

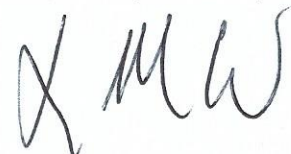
7.5 Remuneration of Committee members

A Committee member:

7.5.1 Shall not be entitled to receive any remuneration for service as a Committee member.

7.5.2 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.

8 Honorary patrons

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8.1 The Executive Committee may, at its discretion, appoint patrons whose function shall be:

8.1.1 To use their influence for the benefit of the Association.

8.1.2 To promote the Aims and Objectives of the Association.

8.2 The Committee shall appoint no more than 15 such patrons.

8.3 Patrons shall be prominent persons who should be invited to serve on the board because of their standing in the community or because of their conservation, financial or other relevant expertise.

8.4 The patrons appointed shall reflect the South African community at large.

8.5 Patrons shall meet when necessary to consider matters presented to them by the Committee. Such meetings shall be held at least once a year.

9 General powers and duties of office bearers

9.1 Powers and duties of the Chairperson.

The Chairperson shall be the Chief Executive Officer of the Association and shall chair all meetings. An indicative list of the powers and duties of the Chairperson, which may be varied with the consent of the Executive Committee, shall be to:

9.1.1 Ensure that members act in terms of the Constitution.

9.1.2 Ensure orderly conduct at meetings.

9.1.3 Sign minutes of meeting after approval by the Committee.

9.1.4 Ensure that all payments are properly authorised and are made in accordance with the aims, objectives and powers of the Association.

9.1.5 Bank signing powers

Shall be delegated to the treasurer signing together with the Chairperson or any other Executive Committee member provided prior approval has been obtained from the Executive Committee, provided further that should current banking practice not cater for two signatories the Treasurer is authorised to act alone after obtaining approval from the Executive Committee as stated above.

Only EFT (Electronic Funds Transfers) transactions are permitted.

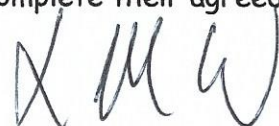
9.1.6 Contracts and agreements (not bank related)

Members of the Executive Committee must obtain prior approval from the Executive Committee as a whole before entering into any agreements on behalf the Association.

9.1.7 Decisions on financial expenditure must be made by the Committee acting as a body and may not be made by any individual or groups.

9.1.8 Supervise and control the affairs of the Association.

9.1.9 Ensure that Committees and Committee members timeously complete their agreed upon tasks.

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9.1.10 Ensure that all meetings required by the Constitution are properly convened.

9.1.11 Ensure that the annual Chairperson's report is produced.

9.1.12 Ensure that office bearers properly carry out their duties.

9.1.13 Represent the Association in its dealings with third parties, other organisations and statutory bodies provided he/she must report to the Executive Committee members individually within a week and additionally report to the next Executive Committee meeting regarding said representation.

9.1.14 Ensure proper governance of the Association.

9.1.15 Ensure that proper financial controls are maintained.

9.1.16 Ensure the solvency of the Association.

9.1.17 The Chairperson may call a Special Executive Committee meeting.

9.2 Powers and duties of the Vice-Chairperson

The Vice-Chairperson shall assume the duties and responsibilities of the Chairperson during the absence of the latter. The Vice-Chairperson shall maintain a close liaison with the Chairperson and fully acquaint himself/herself with the affairs of the Association. The Vice-Chairperson may serve as an ex-officio member on all sub-Committees.

9.3 Powers and duties of the Treasurer

An indicative list of the powers and duties of the treasurer, which may be varied with the consent of the Executive Committee, shall be to:

9.3.1 Keep proper books and records for the Association in accordance with generally accepted accounting practice and any applicable legislation.

9.3.2 Promptly bank all receipts by way of donations, membership fees, sponsorship receipts and sundry sales.

9.3.3 Ensure that all payments are properly authorised by the Committee.

9.3.4 Ensure that the financial position of the Association is reported on at all Committee meetings.

9.3.5 Ensure that the Association does not exceed its borrowing authority.

9.3.6 Ensure that Association funds are securely invested.

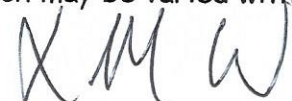
9.3.7 Seek to obtain optimal returns on investments.

9.3.8 Ensure that the books and records are audited each year.

9.3.9 Present a financial report and audited annual financial statements to members at the Annual General Meeting

9.4 Powers and duties of the Secretary

An indicative list of the powers and duties of the Secretary, which may be varied with the consent of the Executive Committee, shall be to:



9.4.1 Prepare and send out notices of all meetings.

9.4.2 Take proper minutes at all meetings.

9.4.3 Ensure that minute books are kept and maintained.

9.4.4 Timeously distribute minutes of the previous meeting to Committee members after approval by the Chairperson.

9.4.5 Ensure that correspondence received is made available for meetings.

9.4.6 Deal with letters and correspondence.

10 Amendments to the Constitution

The Constitution may be amended by a two thirds (2/3) majority of members present at an Annual General Meeting or Special General Meeting provided that notice of the amendment(s) be given to all members not less than twenty one (21) days prior to the meeting. Any amendments to the Constitution of the Association shall be submitted to the relevant authorities.

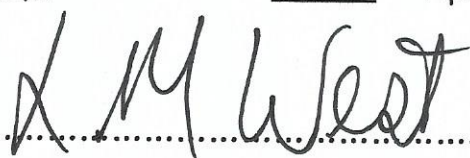
11 Dissolution of the Association

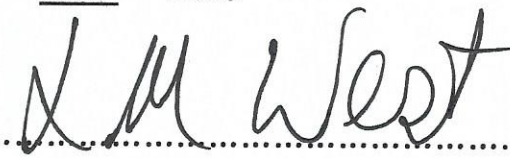
The Association may be dissolved by a two thirds (2/3) majority of the voting members present at an Annual General Meeting or Special General Meeting, provided that notice of the meeting clearly states that the matter of dissolution of the Association and disposal of its assets are to be considered. Any remaining assets shall be transferred to another Association having, in general, similar aims or objectives to the Association. In the event that the members cannot agree thereon, the matter will be referred for arbitration.

12 Adoption of the Constitution

This Constitution was approved and accepted by members of the Klipriviersberg Nature Reserve Association at a Special General Meeting held on:

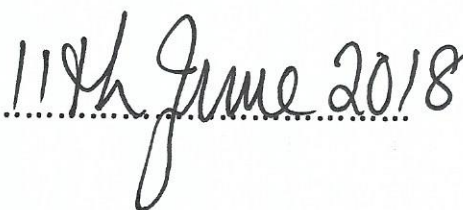
Day: 25th Month: April Year: 2018


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Chairperson: Ms Lilian Margaret West

Secretary: Ms Lilian Margaret West

Date: 
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Date: 
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