

# **CONSTITUTION OF BIRDLIFE NORTHERN GAUTENG**





## 1. NAME

The name of the Club shall be BirdLife Northern Gauteng” (referred to herein as “**the Club**”). The Afrikaans name that will be used when needed is BirdLife Noord Gauteng.

## 2. LEGAL STATUS

The Club shall have legal personality distinct from its members, who shall have no right to the assets of the Club. The liability of members shall be limited to the amount of the unpaid subscriptions, if any, owing to the Club.

## 3. OBJECTIVE

The primary objective of the Club is to promote and co-ordinate the enjoyment, understanding, study and conservation of birds and their environments amongst its members as well as the public at large.

## 4. RECREATIONAL CLUB

The Club will register with the South African Revenue Service as a Recreational Club in terms of Section 30A of the Income Tax Act, 1962 by submitting to the Commissioner, South African Revenue Service a copy of this constitution.

In particular the Club shall adhere to the following requirements of Section 30A, namely:

- (a) (i) it is required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Club and no single person directly or indirectly controls the decision-making powers relating to the Club;
- (ii) The Club’s activities must be carried on in a non-profit manner;
- (iii) it is prohibited from directly or indirectly distributing any surplus funds to any person, other than in terms of subparagraph (iv);
- (iv) it is required on dissolution to transfer its assets and funds to any other recreational club which is approved by the Commissioner in terms of this section or to a public benefit organisation contemplated in paragraph (a)(i) of the definition of a “public benefit organisation” in section 30(1) which has been approved in terms of section 30(3);
- (v) it may not pay any remuneration to any person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, nor may any remuneration be determined as a percentage of any amounts received or accrued to that club;
- (vi) all members must be entitled to annual or seasonal membership; and
- (vii) members are not allowed to sell their membership rights or any entitlement in terms thereof;

- (b) the club undertakes to submit to the Commissioner a copy of any amendment to the constitution or other written instrument under which it is established; and
- (c) the Commissioner is satisfied that the club is or was not knowingly a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner

## **5. POWERS**

The Club may do all things required to achieve the objectives of the Club and without limiting its general powers, the Club may:

- 5.1. purchase, acquire, invest in, lease and let out, improve, pledge, mortgage and alienate movable or immovable property or rights therein;
- 5.2. lend and borrow money, with or without security, and on such terms of interest, if any;
- 5.3. employ, pay and indemnify agents, trustees and advisers of every description, and establish trusts, corporations and Clubs
- 5.4. engage in legal proceedings of every description and sue or be sued in its own name;
- 5.5. open and operate on accounts at registered banks and other financial institutions under the signatures of not fewer than two persons authorised thereto by the Committee,
- 5.6. engage in educational activities relating to ornithology and the environment;
- 5.7. co-operate with and assist similar clubs;
- 5.8. Become an affiliated member of BirdLife South Africa. It will support the aims and objectives of BirdLife South Africa. It agrees to abide by the terms of the revised BirdLife South Africa Constitution adopted on 21 March 2015 in so far as it concerns the bird club.

## **6. USE OF CLUB'S RESOURCES**

- 6.1. All of the resources of the Club shall be used solely for the purposes of realising the objectives of the Club.
- 6.2. The provisions of paragraph 4(a)(v) shall not prohibit the payment, with the approval of the members, of reasonable remuneration to employees or office bearers of the Club, provided that such remuneration is not excessive and does

not economically benefit any person in a manner inconsistent with the objectives of the Club.

- 6.3. The funds of the Club shall be deposited in an account or accounts with recognised financial institutions which shall be operated on by the Club's Treasurer, in conjunction with the Chairman or Vice-Chairman. The Treasurer shall maintain complete and accurate accounting records of the Club's finances, and preserve all vouchers and documents pertaining thereto. He shall submit at the Annual General Meeting Annual Financial Statements for the year ending 31 December preceding which will be independently compiled, reviewed or audited if so required by a majority of members. All disbursements shall be authorised by the Committee either for each single disbursement or for a series of regular and recurring disbursements.

## **7. MEMBERS**

### **7.1. Application for Membership**

- 7.1.1. Application for membership may be submitted to the Club;

- 7.1.2. A person applying for or accepting membership shall be deemed to have agreed to be bound by this Constitution and any amendments thereto. A copy of the Constitution shall be available for inspection at the offices of the Club and a copy shall be made available to a member on request.

### **7.2. Register of Members**

A register of members reflecting their names, addresses and category of membership shall be maintained by the Club. The contents of the register shall be deemed to be correct and the Committee shall be responsible for ensuring that the information on the register is correct.

### **7.3. Membership Fees**

The Committee shall from time to time prescribe the membership fees payable by any category of members or class within a category and the time and manner of payment.

### **7.4. Membership Categories**

The Committee will from time to time determine the different membership categories and membership benefits.

### **7.5. Termination Of Membership**

Membership shall terminate when:

- 7.5.1. a member has not paid the annual subscription within two months after due date, provided that the Club shall have the right to re-instate

membership on such terms as it may impose;

- 7.5.2. the Secretary receives written notice of resignation from a member; and
- 7.5.3. a member acts in a manner inimical to any of the objectives of the Club as determined by the Committee and after due and proper enquiry, is expelled.

## **8. COMMITTEE**

- 8.1. The affairs of the Club shall be managed by a Committee, comprised of at least 4 (four), but not more than 7 (seven), elected members.
- 8.2. The Committee shall be elected at the Annual General Meeting. Nominations shall preferably be in writing and a nominee shall consent in writing or in person at the meeting.
- 8.3. The Committee shall be entitled to co-opt additional members.
- 8.4. Committee members, including co-opted members, shall hold office until the following Annual General Meeting, when they shall retire, but be eligible for re-election.
- 8.5. At its first meeting after election, the members of the Committee shall elect:
  - 8.5.1. a Chairman;
  - 8.5.2. a Vice-Chairman;
  - 8.5.3. a Secretary;
  - 8.5.4. a Treasurer.
- 8.6. The members of the Committee, while in office, shall accept fiduciary responsibility for the Club.
- 8.7. The Committee shall meet as often as is necessary. The quorum for a meeting shall be 50% (fifty per cent) of the Committee members.
- 8.8. The Club Committee may appoint an Honorary President for four years, renewable by agreement between the Club Committee and the President. The duties of the President will include:
  - 8.8.1 Promoting the activities and objectives of the Club;
  - 8.8.2 Providing advice to the Club Committee on request;
  - 8.8.3 Supporting and participating in the Club's activities and projects.

## **9. MEETINGS OF THE COMMITTEE**

The Committee shall meet not less than twice a year and shall determine its own procedures provided that:

- 9.1. unless the meeting is urgent, the Secretary shall give Committee members not fewer than 10 (ten) days' notice of the agenda of the meeting;
- 9.2. the quorum for the meeting shall be 50% (fifty percent) of the members of the Committee;
- 9.3. In the absence of the Chairman and Vice-Chairman, the Committee shall elect a member to act as Chairman;
- 9.4. the Chairman of the meeting shall have a casting and a deliberative vote.

## **10. POWERS AND DUTIES OF THE COMMITTEE**

The Committee shall manage the affairs of the Club and do whatever it considers appropriate to achieve the objectives of the Club.

In particular, the Committee:-

- 10.1. may appoint sub-committees and determine their terms of reference and composition and the conditions under which they shall operate;
- 10.2. may delegate any of its functions; and
- 10.3. shall keep full and proper records of its affairs.

## **11. GENERAL MEETINGS**

- 11.1. The Annual General Meeting shall be held no later than 3 (three) months after the close of the financial year. At least 14 (fourteen) days' notice of the meeting shall be sent to all members.
- 11.2. The business of Annual General Meeting shall be to :
  - 11.2.1. read and confirm the minutes of the previous Annual General Meeting and any Special General Meetings;
  - 11.2.2. receive the Chairman's report;
  - 11.2.3. consider and approve the Annual Financial Statements;
  - 11.2.4. elect the Committee for the coming year;

- 11.2.5. consider and vote upon any necessary business.
- 11.3. The Committee may call a Special General Meeting whenever it thinks fit, and shall be obliged to call a meeting, when requested in writing to do so by not less than 20 (twenty) members of the Club. The Committee shall give members not less than 14 (fourteen) days' notice of a Special General Meeting;
- 11.4. The quorum at an Annual General Meeting or Special General Meeting shall be 25 (twenty-five) paid-up members of the Club, in attendance or by proxy. Should a quorum not be attained, the meeting shall stand adjourned and not less than 14 (fourteen) days' notice shall be given to all members of the adjourned meeting, at which the members present shall be deemed to constitute a quorum, regardless of less members.
- 11.5. The financial year of the Club shall be the 12 (twelve) month period preceding 31 December each year.

## **12. VOTING**

- 12.1. Unless otherwise provided in this Constitution, the vote of the majority of those members present and entitled to vote at any meeting shall prevail. Voting at any meeting of the Club shall be by show of hands unless a ballot is demanded by a majority of those present in person or by proxy who are entitled to vote.
- 12.2. The Chairman presiding at the meeting shall have a deliberative vote and a casting vote.
- 12.3. A person entitled to vote may appoint another member for one meeting as his proxy, to represent him and to vote. This proxy shall be delivered in writing to the Chairman before a meeting. The proxy form shall be signed by the member and shall specify the date of the meeting and the name of the proxy.

## **13. AMENDMENT OF CONSTITUTION / DISSOLUTION**

The Constitution may only be amended, or the Club may be dissolved, by a resolution passed by two-thirds of the members present in person or by proxy at a General Meeting of members: provided that the notice of the meeting shall have set out the proposed amendments and the reasons therefore, or the proposed dissolution and the reasons therefore, as the case may be. Any amendments must be dealt with as provided for in clause 4(b) above.

## **14. DISSOLUTION**

If the Club is dissolved, the assets of the Club shall be dealt with as provided for in clause 4a(iii) above.



**15. ADOPTION**

**The constitution was adopted at the Special General Meeting of members held on 10 September 2024**

**CONFIRMED: CHAIRPERSON**

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SEAN NAUDÉ