

# CONSTITUTION OF THE ZANDVLEI TRUST

**Preamble** : The Zandvlei Trust is a group of persons concerned with the health and well being of the body of water known as Zandvlei and its area of interest.

**Mission** : The mission of the Zandvlei Trust is to protect and conserve the Zandvlei. In particular to enhance the indigenous fauna and flora of this natural resource for the benefit of all.

## **Definition of Terms**

**Member** - A person is a member in terms of item 5.

**The Zandvlei** - The area identified on the map, forming Appendix A to these items. \*

**Area of Interest** - The area of interest of the Trust is the Zandvlei, its Catchment and any issue that may affect the environmental health of this area.

**The Trust** - The Zandvlei Trust.

**Executive Committee** - The committee established in terms of item 8.

*\*to be added.*

**Revision of this document** : The title of the document file will be 'ZVT', then the present or current year, followed by the latest revision of this document. e.g. **ZVT2001rev1**. The person when making changes to this document should remember to change the revision number. Each year the document title is changed, with the relevant year and **rev1** as the first change. The person updating the magnetic 'Master document' should retain the 'Master', with a backup kept in a separate place to the 'Master document'. Whoever requires a copy, can be issued only a paper copy, of the latest revision for reference purpose. The magnetic medium of the 'Master document' will be password protected, so that only one (1) original is available. This 'Master document' always remains the property of The Zandvlei Trust.

## *Constitution*

**1. Name** : The name of this Trust shall be The Zandvlei Trust (*hereinafter referred to as the Trust*).

**2. Mission Statement** : The mission of the Zandvlei Trust is to conserve the indigenous fauna and flora of the Zandvlei and to enhance this natural resource for the benefit of all. This mission statement shall be clearly displayed in all correspondence and documents of the Trust as far as practicable.

**3. Goals** : In order to achieve the Mission of the Trust the goals of the Trust are : -

3.1 To act as an apolitical body.

3.2 To promote dialogue between various conservation, sporting, Municipal and Government bodies concerned with the management and-/or use of the Zandvlei and its area of interest.

3.3 To assist in providing relevant advice on the management of the Zandvlei and its area of interest.

3.4 To obtain the support for the Mission from local residents living around the Zandvlei and its area of interest.

3.5 To promote that effective action is taken in the matters affecting the Zandvlei and its area of interest.

3.6 To promote educational opportunities for and support for the Mission from all users of the Zandvlei

and its area of interest.

3.7 To collect and disburse funds in support of the Mission of the Trust.

**4. Powers of the Trust :** The Trust shall be empowered : -

4.1 To buy, sell, own, exchange, donate, lease or hire movable or immovable property.

4.2 To conduct banking, savings, fixed deposit or other similar accounts at any registered financial institution.

4.3 To hire staff as deemed necessary and approved by the Executive Committee.

4.4 To organise fund raising activities in any form within South Africa and beyond the borders of South Africa.

4.5 To receive or disburse donations in cash or in kind in pursuit of the Mission of the Trust.

4.6 To amend the Constitution of the Trust in terms of Article 11.

## **5. Limited Liability**

5.1 The Trust is not formed for any purpose of gain and no member shall be liable for any debts or obligations of the Trust save only to the extent of any amount due to the Trust.

5.2 The income of the Trust shall be applied solely towards the promotion of the Mission of the Trust. No portion shall be distributed except by the way of dividend for service rendered or the reimbursement of expenses incurred on behalf of the Trust. The Executive Committee shall approve such compensation.

## **6. Membership**

6.1 **Individual membership:** Any natural person who supports the mission and goals of the Trust, has completed an application form, kept the Executive of the Trust informed as to his/her current address and paid the due subscription fees. Such a member in good standing is entitled to one vote at a meeting of the Trust. The membership subscription fees for such an individual member shall be set by the Executive Committee from time to time and is to be reflected on the application form. The Executive Committee is entitled to reject such an application form and return the subscription fees and is also entitled to suspend or terminate such a membership. The Executive Committee is not bound to provide reasons for such a rejection.

6.2 **Corporate membership:** Any corporation, organisation or association, who supports the mission and goals of the Trust, has completed an application form, kept the Executive of the Trust informed as to its current status and address and paid due subscription fees. Such a member in good standing is entitled to one vote at a meeting of the Trust. The person who signed the application form shall be deemed to be the representative for the member, unless otherwise indicated in writing. The membership subscription fees for such a corporate member shall be set by the Executive Committee from time to time and is to be reflected on the application form. The Executive Committee is entitled to reject such an application form and return the subscription fees and is also entitled to suspend or terminate such a membership. The Executive Committee is not bound to provide reasons for such a rejection.

6.3 **Associate membership:** A person or organisation that, in the opinion of the Executive Committee, is sympathetic to the mission and goals of the Trust. Such a member is not liable for any subscription fees and does not have the right to vote at a meeting of the Trust.

6.4 **Honorary membership:** A person or organisation that, in the opinion of the Executive Committee,

liable for any subscription fees and does not have the right to vote at a meeting of the Trust.

**6.5 Duration of membership:** All memberships shall be for one calendar year only.

## **7. Finance**

7.1 All funds of the Trust shall be used exclusively for the benefit of the Trust, subject to the approval of the Executive Committee and Article 5.2. The Executive Committee shall approve compensation for the services rendered or expenses incurred outside normal operating requirements.

7.2 Expenditure in excess of five thousand rand (R 5 000) for any one project shall be submitted by the Executive Committee for ratification by the members at the general meeting following such expenditure. This requirement does not apply in instances where specific funds have been donated to cover the full costs of a dedicated project.

7.3 The Treasurer shall table up to date statements of income and expenditure at Executive meeting as necessary.

7.4 All extraordinary expenditure not previously approved in a budget shall be subject to the approval of the Executive Committee.

7.5 All cheques and any other documents committing the Trust to any financial obligation shall be signed by any two of the appointed signatories approved by the Executive Committee.

7.6 The Trust may register at the appropriate authority to acquire the rights to raise funds.

7.7 The financial year of the Trust shall be from 1st April to 31st March.

7.8 The Trust shall appoint an Honorary Auditor. Such officer shall not be a member of the Executive Committee. Such officer shall report to the members on the financial statements of the Trust at the Annual General Meeting of the members as though the Trust were a Close Corporation.

## **8. Dissolution**

8.1 The Trust may be dissolved by a Resolution passed by not less than two thirds (2/3) of the votes of the Executive Committee, including proxies.

8.2 Upon dissolution all surplus assets shall be transferred to another non-profit organisation, which has the same goals as The Trust as determined by the Executive Committee. Failing this the funds shall be handed to the local Civic Authority to be applied to the maintenance and development of the Zandvlei.

**9. Executive Committee** : An Executive Committee shall be formed to co-ordinate the activities of the Trust.

**9.1 Composition** The Executive Committee shall comprise:

- A Chairman
- A Vice Chairman
- A Treasurer and / or
- Secretary
- Two or more other members
- Representatives of sub-committees or task teams formed in terms of Article 10.

The Executive Committee has the right to invite observers and representatives from other organisations

to attend its meetings.

**9.2 Objectives** The objective of the Executive Committee shall be to co-ordinate the activities of the Trust in the achievement of the Mission of the Trust.

**9.3 Co-option** The Executive Committee shall have the power of co-option and may appoint sub-committees or task groups for special purposes from time to time as set out in Article 10.

**9.4 Voting** Each member, whether elected or co-opted, of the Executive Committee has one vote. In the event of a tie, the Chairman has a casting vote. A simple majority shall approve resolutions.

**9.5 Meetings** At least four meetings of the Executive Committee shall be held each year. At least seven days notice shall be given of such meetings. · All members of the Executive Committee may contribute items for the agenda of such meetings. · Ad hoc meetings may be called as circumstances warrant. Such meetings must carry the support of at least fifty percent (50%) of the Executive Committee. · The chairman of the Trust may at his/her sole discretion call a special meeting of the Executive Committee should extraordinary circumstances require this. · The Executive Committee may invite such additional persons, as it deems desirable to attend and address its meetings from time to time. · Representatives of sub-committees or task groups shall have the right to be accompanied by one additional person to represent the interests of their committee. Such additional persons shall not be entitled to vote at the Executive Committee meeting.

**9.6 Election of Committee members** The members assembled at the Annual General Meeting shall elect the Committee members identified in Article 9.1.

**9.7 Period of Office** The term of every member of the Executive Committee shall expire at the next Annual General Meeting. · No person shall hold the office of Chairman for a period exceeding three (3) consecutive years. Such person may be re-nominated for this office after a period of one year has elapsed.

**9.8 Collective responsibility** The concept of '*collective responsibility*' usually inherent in every committee shall apply to the Zandvlei Trust Executive Committee. Matters discussed at Executive Committee meetings shall be decided consensus, failing which, by majority vote. The decision shall remain final, unless a member or members apply to have a revote at the next Executive meeting. No decision shall be subject to more than one (1) revote.

**9.9 Confidentiality** Any member of the Committee may specifically request that any matter discussed at Executive Committee meetings shall remain confidential to those attending the meeting.

**9.10 Public Statements** The Executive Committee shall decide at its meetings which matters shall be made public through the press. This shall be done through the Chairman, unless an alternative member is specifically nominated by the Committee to make the statement.

## **10. Sub-Committees and Task Groups**

**10.1** The Executive Committee may form a sub-committee/s or task groups to represent the interests or projects as it deems appropriate to carry out the Mission and achieve the Goals of the Trust.

**10.2** All sub-committees or task groups formed in terms of Article 10.1 shall nominate one representative to represent their interests on the Executive Committee and is then co-opted onto the Executive Committee if required. Such a representative may serve on another sub-committee or task group.

**10.3** The Executive Committee may dissolve sub-committees or task groups so formed once the need for such a sub-committee or task group falls away.

## 11. Constitutional Amendments

**11.1 At General Meetings of Members** The constitution may be amended at an Annual General Meeting or Special General Meeting provided that;

- At least fourteen (14) days notice of the proposed amendments has been given in writing to the Secretary of the Executive committee.
- A copy of such notice has been sent to each member at least fourteen (14) days before the date of the relevant meeting.
- Such proposed amendment is passed by two thirds (2/3) of the votes cast by members of the Trust as defined, including proxies in writing.

**11.2 By Postal Ballot** The Constitution may be amended by postal ballot on condition that;

- The proposal is supported by at least three (3) members of the Executive Committee.
- The ballot shall close fourteen (14) days after despatch of the notice to members.
- Such proposed amendment is passed by two thirds (2/3) of the votes cast by members of the Trust as defined.

## 12. General Meetings of Members

**12.1 Annual General Meeting** There shall be an Annual General Meeting of the Zandvlei Trust during the first half of each financial year at a date to be decided by the Executive Committee at which;

- The outgoing Chairman shall present a report of the executive activities since the previous Annual General Meeting.
- The Treasurer shall present audited financial statements for the year.
- The election of office bearers for the ensuing year shall take place.
- An honorary Auditor shall be appointed for the ensuing year.

**12.2 General Meetings** General meetings may be called at the Executive Committee discretion.

- A member of the Trust in good standing, may call a general meeting by petition to Executive Committee. The Executive Committee shall issue due notice as soon as possible. The Executive Committee may hold the member liable for the costs of this meeting and may require a monetary deposit to cover these costs prior to issuing the notice.

**12.3 Voting and Proxies** At General Meetings of members each paid up member shall have a vote and the Chairman shall have a casting vote, that may be applied at his discretion.

- Any member not able to attend a general meeting, a special general meeting or a committee meeting may give his proxy to any other member in good standing to vote in his stead. Such proxy shall be in writing and shall specify the name of the member and the proxy and whether such proxy is for a specific matter or in general. Such written proxy shall be handed to the Chairman before the commencement of the meeting to which the matter refers.

**12.4 Notice of meeting** Fourteen (14) days written notice shall be given of any AGM or General Meeting. Such notice shall be sent to all members of the Trust and shall include an agenda of those items proposed for discussion at the meeting. Written notices shall be sent to the current address on a database maintained by the Trust and may include e-mail or fax addresses.

**12.5 Items for the Agenda** Members wishing to place additional items on the agenda for discussion at the AGM or General Meeting shall submit such items to the Chairman in writing prior to the commencement of the meeting. Such items cannot be voted on or accepted at this meeting.

### **13. Quorum**

13.1 At a duly convened members' meeting, the members present shall constitute a quorum. In the event of a tie, the Chairman has a casting vote.

13.2 At Executive Committee meetings at least fifty (50%) percent of the total of elected and co-opted members shall form a quorum.

### **14. Disqualification of Members**

14.1 If any member acts in a manner considered prejudicial to the mission and/or well being of the Trust, the Executive Committee shall have the right to cancel such person's membership of the Trust.

14.2 A proposal to cancel membership shall be supported by a written document clearly setting out why such cancellation is proposed.

14.3 This document together with a covering letter stating the date of the meeting at which such a proposal is to be considered shall be posted by registered mail to the person concerned at least fourteen (14) days in advance of such a meeting.

14.4 The person who is the subject of the proposal shall have the right to respond to the document referred to in item 14.2 either in writing or personally at the Executive Meeting at which the proposal will be considered.

14.5 A proposal to withdraw membership shall require the supporting vote of at least two thirds (2/3) of members of the Executive Committee present at the meeting at which the proposal is considered. In the absence of such support the proposal shall fail.

14.6 Any person whose membership is cancelled by the Executive Committee may within fourteen (14) days request in writing that the proposal be put to all members at a General Meeting of members.

14.7 Upon receipt of the written request referred to in 14.6, the Executive Committee shall re-instate the person's membership and shall place the proposal upon the agenda of the next General Meeting of members. The notice of General Meeting at which the proposal is to be considered shall include the document referred to in 14.2 together with any response thereto.

14.8 The proposal to cancel membership shall require support by two thirds (2/3) of all persons attending the General Meeting at which the proposal is considered. Proxy voting will not be permitted in the vote on the proposal at the General Meeting.

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