

**CONSTITUTION
OF THE
FRIENDS OF BLAAUWBERG CONSERVATION AREA**

1. INTRODUCTION

- 1.1 The Wildlife and Environment Society of South Africa [“WESSA”] has established a scheme called the Friends of Nature Areas Scheme [hereafter referred to as the “Scheme”], which is more fully described in the Friends Handbook issued by WESSA.
- 1.2 One of the objectives of the Scheme is to promote interest in and concern for the preservation and conservation of natural areas by assisting in the establishment of individual voluntary support groups, or “Friends” groups, to promote generally the preservation and conservation of designated nature areas throughout South Africa.
- 1.3 This Constitution is to govern the operation and activities of a Friends group, which is hereby constituted in terms of the Scheme.

2. ESTABLISHMENT OF FRIENDS GROUP

- 2.1 There is hereby established an association of persons known as the Friends of Blaauwberg Conservation Area [hereafter referred to as the “BCA Friends Group”].
- 2.2 It is expressly recorded that the BCA Friends Group has been established in terms of the Scheme to act as a support group for the Blaauwberg Conservation Area and its surrounds.

3. DEFINITION OF BLAAUWBERG CONSERVATION AREA

- 3.1 For all purposes of this Constitution, the term “Blaauwberg Conservation Area” [hereafter referred to as the “BCA”] shall constitute a reference to the geographical area designated by the City of Cape Town as the Blaauwberg Conservation Area, and which includes the primary conservation area and the interface zone.

4. LEGAL STATUS

- 4.1 The BCA Friends Group is, and shall continue to be, a distinct and separate legal entity, separate from its members and its Committee, having perpetual succession and having the power to acquire, hold and dispose of property of any kind, and with the capacity to acquire rights and incur obligations. Members or office bearers of the organisation do not have rights over assets of the organisation.
- 4.2 The sole object of the BCA Friends Group is to carry on one or more public benefit activities in a non-profit manner and with an altruistic or philanthropic intent.
- 4.3 Only duly authorised members of the Committee as defined in sub-clause 8.1 shall have the power to bind the BCA Friends Group.

5. UNDERTAKING TO ABIDE BY SCHEME

- 5.1 The BCA Friends Group shall, in acting as a support group for the BCA, at all times act in accordance with the philosophy, objectives and principles of the Scheme.
- 5.2 The BCA Friends Group shall become and remain, for the duration of its existence, an institutional member of the Wildlife and Environment Society of Southern Africa.

6. OBJECTIVES OF THE FRIENDS GROUP

The main objectives of the BCA Friends Group are the following, namely:-

- 6.1 To ensure the conservation and sound management of the BCA, by, inter alia:
 - [a] fostering and promoting public awareness of, and respect for, the BCA;
 - [b] informing the public about the diversity of flora and fauna which may be found in the BCA;
 - [c] protecting, through lawful means and wherever possible, the BCA against actual or threatened degradation due to any cause, and particularly, the erosion of its boundaries;
 - [d] to create awareness of the historical, cultural and archeological importance of the area, and where necessary to liaise with the relevant authorities for the preservation of historical, cultural or archeological sites; and
 - [e] to participate in formal planning activities in the Blaauwberg Subcouncil area where proposed or approved development may impact on the BCA or its surrounds.
- 6.2 To implement the general objectives of the Scheme with respect to the BCA by:
 - [a] promoting sound environmental values and sustainable living;
 - [b] integrating conservation and development;
 - [c] encouraging individual and community action;
 - [d] securing the protection and wise use of natural resources;
 - [e] acting as an environmental watchdog;
 - [f] promoting and participating in environmental education;
 - [g] influencing policy and decision-making; and
 - [h] responding to changing needs.
- 6.3 To encourage and promote the formation of an active team of people to assist in carrying out the objectives of the BCA Friends Group from time to time.
- 6.4 The BCA Friends Group, and in particular the Committee, shall have full powers to fulfill the objectives set out in sub-clauses 6.1 to 6.3.
- 6.5 The objectives set out in this clause 6 are not intended in any way to be exhaustive, and may be supplemented or amended at any time in the manner provided for in this Constitution.

7. MEMBERSHIP

- 7.1 Membership of the BCA Friends Group shall be open to any person subscribing to the objectives of the BCA Friends Group as currently set out in clause 6.
- 7.2 Where a member of the BCA Friends Group is an organisation [corporate membership], such organisation shall nominate an individual to act as its representative, and such representative shall, subject to the provisions of this Constitution, be entitled to all rights, benefits and privileges of membership of the BCA Friends Group.
- 7.3 The Committee shall have the right to levy subscriptions upon members of the BCA Friends Group in such amounts as they may from time to time deem fit, and which shall be payable by members at such intervals as the Committee may determine.
- 7.5 Any member of the BCA Friends Group shall be entitled to resign from the BCA Friends Group at any time; provided always that such members shall nonetheless be liable for all unpaid subscriptions due as at the date of their resignation.
- 7.6 Membership of the BCA Friends Group may be withdrawn by the Committee if the conduct of that member, acting as a Friend, departs from the objectives of this Constitution.

8. MANAGEMENT OF BCA FRIENDS GROUP

- 8.1 The management of the BCA Friends Group shall be vested in a Management Committee [the "Committee"] which shall be elected every year.
- 8.2 The Committee shall have the power to do all things lawful to give effect to the aims and objectives of the BCA Friends Group.
- 8.3 The Committee shall consist of at least:-
- [a] a Chairman, to be elected by the Committee;
 - [b] a Secretary;
 - [c] a Treasurer; and
 - [d] one or more additional members.
- 8.4 The procedure for election of the Committee members at Annual General Meetings shall be the following, namely:-
- [a] any member may, seconded by another member, nominate any other consenting member for the Committee; and
 - [b] election shall be by majority vote made on a show of hands at a meeting at which a quorum is present.
- 8.5 The BCA Friends Group may at a general meeting remove any member of the Committee from his position, and the vacancy so created may be filled by the election of a new member at that general meeting, such new member to hold office as a member of the Committee until the next Annual General Meeting.
- 8.6 The Committee shall, from its ranks, elect a Chairman, Treasurer and Secretary, together with such other office bearers as the Committee may from time to time deem fit. The Committee shall also have the power to co-opt any consenting member of the BCA Friends Group to the Committee, and who shall serve on the Committee for such period as the Committee may require, or until the next Annual General Meeting.
- 8.7 The Committee shall be entitled to carry out its functions by appointing sub-Committees with various portfolios, and each such sub-Committee shall have the power to co-opt any consenting member of the BCA Friends Group to assist in the management of such sub-Committee. Each sub-Committee shall, as far as possible, prepare a report on its activities for submission to each Committee meeting.
- 8.8 No member of the Committee shall be entitled to receive any reward for his services.
- 8.9 The BCA Friends Group may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the BCA Friends Group. The payment should be a reasonable amount for the work done.
- 8.10 Committee meetings shall take place as frequently as may be necessary for the attainment of the aims and objectives of the BCA Friends Group. Decisions of the Committee shall, where possible, be taken by consensus of all members, but failing which, shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. A Committee member may, and the Secretary of the Committee shall, at the request of a Committee member, at any time summons a meeting of the Committee. Unless absent from the Republic of South Africa, any Committee member shall be entitled to receive notice of all meetings of the Committee.
- 8.11 The quorum necessary for the transaction of business at a meeting of the Committee shall be three [3] members.
- 8.12 A resolution in writing agreed to by all the Committee members present in the Republic at the time shall be as valid and effective as if it had been passed at a meeting of the Committee duly called and constituted.
- 8.13 The Committee shall keep proper minutes of its meetings, which shall be recorded in a minute book kept for that purpose and which shall be retained by the Secretary.
- 8.14 At least three persons, who are not connected persons in relation to each other as defined in the Income Tax Act 1962 [Act 58 of 1962], will accept fiduciary responsibility for the BCA Friends Group, and no single person directly or indirectly controls the decision-making powers relating to the organisation.

GENERAL MEETINGS

- 9.1 A general meeting of members of the BCA Friends Group shall be convened:-
- [a] by the Committee as it deems necessary; or
 - [b] upon a written request of not less than ten [10] ordinary members of the BCA Friends Group being handed to the Secretary. Any such request shall contain full particulars of the business to be transacted at the meeting requested.
- 9.2 At least fourteen [14] days' notice shall be given to members of all general meetings, such notice to specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 9.3 The Annual General Meeting of the BCA Friends Group shall be held not later than three [3] months after the close of the financial year of the BCA Friends Group, being the last day of March each year.
- 9.4 The notice convening an Annual General Meeting shall call upon members who may wish to bring any motion forward for consideration at the Annual General Meeting to notify the Secretary in writing of the terms of such motion by not later than four [4] days before the date appointed for the holding of such meeting.
- 9.5 The business to be transacted at each Annual General Meeting shall be:-
- [a] to review and consider the report of the Chairman, and the balance sheet and the accounts for the previous financial year;
 - [b] to elect members to the Committee where appropriate;
 - [c] to transact any business brought under consideration by the Committee;
 - [d] to consider any motion properly brought before the meeting by a member in terms of this Constitution; and
 - [e] to consider any other business which, in accordance with this Constitution and in the opinion of the Chairman ought properly to be dealt with at a general meeting of the BCA Friends Group.
- 9.6 A quorum for a general meeting, including an Annual General Meeting, shall be ten [10] members personally present. Should there be insufficient members to constitute a quorum, the meeting shall stand adjourned at the same time and place seven [7] days later when the members present shall constitute a quorum.
- 9.7 Except for the question of amendments to this Constitution which is dealt with in the provisions of clause 10, all matters before any general meeting shall be decided by a simple majority on a show of hands. In respect of every question put to a general meeting, every member shall have one vote, save that in the case of an equality of votes, the Chairman shall have a second casting vote.
- 9.8 Voting by proxy shall under no circumstances be permitted.

10 AMENDMENTS TO CONSTITUTION

- 10.1 This Constitution may be amended only by formal resolution of a general meeting properly constituted and at which a quorum is present by a two thirds majority of members present at such meeting; provided always that all amendments shall be in accordance with the philosophy and principles of the Scheme, and provided further that all amendments shall be subject to specific ratification by the Western Cape Branch of WESSA.
- 10.2 A copy of any amendment to this Constitution must be submitted to the Commissioner for the South Africa Revenue Service.

11 RESPONSIBILITIES

The members of the BCA Friends Group shall, in pursuance of the objectives set out in this Constitution, use their best endeavours at all times to:-

- 11.1 Hold meetings, promote activities, organise projects and carry out any appropriate activities to further these objectives.

- 11.2 Liaise regularly with the owning or administrative authorities in charge of the BCA for, inter alia, the following purposes, namely:-
- [a] to establish and maintain membership privileges and to ensure that these privileges are not abused;
 - [b] to further the objectives of the Scheme; and
 - [c] to establish a co-operative and mutually beneficial relationship with such authorities specifically with a view to benefiting from all expertise and information possessed and accumulated by these authorities in their administration of the BCA.
- 11.3 Report annually to the Western Cape Branch of WESSA on the activities carried out by the BCA Friends Group in the immediately preceding year.
- 11.4 Participate in and/or organise meetings with other Friends Groups with a view to exchanging any information and expertise which may assist in the attainment of the objects of the BCA Friends Group.

12 FINANCIAL ADMINISTRATION

All finances of the BCA Friends Group shall be handled by the Committee, which shall:-

- 12.1 Open and operate an account in the name of the BCA Friends Group at a bank or similar financial institution as defined in section 1 of the Financial Services Board Act, 1990 [Act No 97 of 1990].
- 12.2 Collect and receive monies, including subscriptions and donations from members and the general public, for purposes of meeting the essential running costs of the BCA Friends Group and in promoting its aims and objectives.
- 12.3 Funds available for investment may only be invested with a financial institution as defined in section 1 of the Financial Services Board Act, 1990, and in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 [Act No 1 of 1985].
- 12.4 The BCA Friends Group will not knowingly permit or has not knowingly permitted itself to be used as part of any transaction, operation or scheme of which the sole 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 become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.
- 12.5 Donations may not be accepted if they are revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation; provided that a donor may not impose conditions which could enable such donor or any connected person to derive some direct or indirect benefit from the application of such donation.
- 12.6 Deposit into the bank account opened by it all monies paid to it, forthwith upon receipt.
- 12.7 Furnish the Branch Treasurer of the WESSA with annual financial statements within two [2] months of the close of the the financial year of the BCA Friends Group, being the last day of March each year.
- 12.8 Ensure continued institutional membership of WESSA.
- 12.9 Ensure that proper accounting records are maintained and, where required, audited for the BCA Friends Group.

13 FUNDRAISING

- 13.1 The BCA Friends Group may, after prior consultation with the Treasurer of the Western Cape Branch of WESSA, use the Society's fundraising number to raise funds for projects funding. Any funds so raised shall not be used for administration purposes.

14 PROHIBITIONS

- 14.1 The BCA Friends Group shall not be entitled to distribute any profits or gains, and shall apply all of its funds solely toward the attainment or furtherance of the objectives as set out in this Constitution.
- 14.2 The BCA Friends Group shall not carry on any business undertaking or trading activity unless such undertaking or activity is integral and directly related to the objectives set out in clause 6, and

carried out or conducted on a basis which would not result in unfair competition in relation to taxable entities.

15 DISSOLUTION OF THE BCA FRIENDS GROUP

- 15.1 The BCA Friends Group may close down if at least two-thirds of the members present and voting at a general meeting convened for the purpose of considering such matter, are in favour of closing down. Should the BCA Friends Group cease actively to exist, or should it be proposed that the BCA Friends Group be dissolved, the Committee shall notify the Western Cape Branch of WESSA to discuss possible solutions to the problem. In the interim, all assets not already committed for use in the BCA shall be transferred to WESSA for them to hold in trust pending a decision as to the future of the BCA Friends Group.
- 15.2 Should it be decided that the BCA Friends Group be dissolved, and upon dissolution of the BCA Friends Group there remains, after settlement of all debts and liabilities of the BCA Friends Group, any monies whatsoever, such monies shall be paid to WESSA, which shall administer these monies and apply them to the formation of a new Friends group, in accordance with the provisions of the Scheme, in support of the BCA, or, where this proves impossible, any other nature area which WESSA in its sole discretion may deem appropriate.

16 EMPLOYMENT OF ADVISORS

- 16.1 The Committee shall be entitled, in its sole discretion, to appoint such advisors, whether professional or otherwise, to assist it in carrying out its tasks in terms of this Constitution as it may from time to time deem fit, but provided always that before doing so, it shall first consult with the Western Cape Branch of WESSA for directions in this regard.

17 INDEMNITY

- 17.1 All members of the committee shall be indemnified against all losses, costs and damages which they or any of them may suffer in respect of the funds of the BCA Friends Group by reason of the bona fide exercise and discharge by them of the powers and duties conferred and imposed upon them under this Constitution.

18 INTERPRETATION OF CONSTITUTION

- 18.1 This Constitution shall always be construed so as to give effect, where possible, to the objectives of the Scheme.

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