

CONSTITUTION OF THE FRIENDS OF THE FAERIE GLEN NATURE RESERVE

1. NAME

- 1.1 The Friends Group hereby constituted will be called the FRIENDS OF THE FAERIE GLEN NATURE RESERVE (FFGNR) (in English) and VRIENDE VAN DIE FAERIE GLEN NATUURRESERVAAT (VFGNR) (in Afrikaans). It will hereinafter be referred to as the Friends.

2. INSTITUTIONAL FRAMEWORK

- 2.1 The Friends shall:

- 2.1.1 Be a corporate body that will exist in its own right, separately from its members.
- 2.1.2 Continue to exist even when its membership or office bearers change.
- 2.1.3 Be able to own property and other possessions.
- 2.1.4 Be able to sue and be sued in its name.

3. OBJECTIVES

- 3.1 The Friends' main objectives are:

- 1. To protect the Faerie Glen Nature Reserve and its resources and attributes, and ensure that it is properly managed.
- 2. To ensure the conservation and improvement of the natural resource base over the longterm.
- 3. To protect all indigenous fauna and flora.
- 4. To ensure that the educational and recreational needs of the general public are met.
- 5. To cultivate and stimulate public interest in and knowledge about the conservation and sustainable use of the Faerie Glen Nature Reserve.
- 6. To cultivate and stimulate public appreciation for South Africa's architectural heritage.
- 7. To facilitate expert advice on conservation and to encourage the public and the authorities to maintain and utilise the nature reserve.
- 8. To protect the Bronberg ecosystem.

(Note: In achieving these objectives, the basic principles and philosophies of the World Conservation Union (IUCN) are respected and the permanency of the nature reserve shall be in an appropriate legal manner enshrined).

- 3.2 The Friends' secondary objectives will be:

- 1. To prevent or minimize the processes of natural resource degradation (e.g. soil erosion, pollution, etc.).
- 2. To ensure that the natural vegetation is optimally managed so that productivity is enhanced, biodiversity is maintained, required habitats and food sources for birds and animals are provided and damage from fire, grazing and human intervention is prevented.

3. To enhance the safety and well-being of bird and animal populations within the Reserve and neighbouring areas.
4. To promote the dissemination of heritage-related knowledge and expertise through publications, special events, guided tours and similar activities.
5. To promote the conservation and sustainable use of South Africa's architectural heritage by forming strategic partnerships with the South African Heritage Resources Agency and its provincial representatives, museums, heritage societies and other heritage-oriented Friends.
6. To participate in advocacy strategies for ensuring the conservation and sustainable use of South Africa's architectural heritage.
7. To investigate and report on specific architectural heritage matters at the request of members, the management committee, the authorities or the public.
8. To promote and monitor ethical standards with regard to all aspects of the conservation and sustainable use of South Africa's architectural heritage.
9. To submit reports, resolutions, recommendations and other position papers regarding the conservation and sustainable use of South Africa's architectural heritage.

4. INCOME AND PROPERTY

- 4.1 The Friends may obtain contributions to its finances from its members and any other legal sources, provided the contribution does not compromise the Friends' objectives.
- 4.2 The acquisition or disposal of any movable or immovable property or rights in the name of the Friends shall be effected by its management committee, on behalf of the Friends, by a duly passed and minuted resolution of the committee. This resolution shall be deemed sufficient authority for any such acquisition or disposal of any movable or immovable property or rights in the name of the Friends.
- 4.3 The Friends shall keep a proper record of its income, finances and other properties and rights.
- 4.4 The Friends will not remunerate its members or office bearers unless they are undertaking and completing time and cost intensive work for the Friends. This arrangement is subject to a proper authorisation by the management committee. The payment must be a reasonable amount in relationship to the work that is undertaken.
- 4.5 Office bearers or members can only claim money back from the Friends for expenses that have been effected for or on behalf of the Friends.
- 4.6 Members or office bearers can lay no claim to the Friends' properties or rights.

5. MEMBERSHIP

Admission of members

- 5.1 Any person or Friends can become a member of the Friends by filling in the appropriate application form and paying the applicable membership fee.
- 5.2 The following membership categories exist:
 - 5.2.1 Honorary members
 - 5.2.2 Ordinary members
- 5.3 Each member in good standing is entitled to one vote at the annual general meeting of the Friends. In good standing is defined as having paid the appropriate membership fees for the current year.

Termination of membership

- 5.4 The management committee can investigate the reasons for non-payment of membership fees and can terminate membership of members who have not paid their fees for two years or more.
- 5.5 The management committee can terminate membership if a member has failed to meet other requirements laid down for membership.
- 5.6 Any member can resign, provided that such resignation shall not absolve such member from any financial obligation accrued to the Friends during the financial year in which a member shall have tendered his/her resignation.
- 5.7 A former member whose membership has been terminated shall be entitled to apply for re-admission as a member.

Membership fees

- 5.8 Membership fees will be proposed by the management committee to the annual general meeting and approved by this meeting.

6. MANAGEMENT OF THE FRIENDS

6.1 Address and area of jurisdiction of the Friends

- 6.1.1 The management committee shall determine the domicilium locandi et executandi.
- 6.1.2 The management committee shall determine the area in which the Friends will operate.

6.2 Management committee

Term of office

- 6.2.1 The term of office of a committee member runs from their election at the annual general meeting until the next annual general meeting of the Friends.
- 6.2.2 A committee member may have more than one term of office.
- 6.2.3 Committee members will not automatically enter another term of office but must stand for re-election for another term of office at each annual general meeting.

Election of the committee

- 6.2.4 Committee members must be members of the Friends in good standing and are duly nominated and seconded at the annual general meeting. They must indicate their acceptance or refusal either verbally (deaf persons may communicate their acceptance or refusal in sign language provided a competent translator is present) at the annual general meeting or in writing at or after the annual general meeting.
- 6.2.5 Should there be more than one nominee for any position on the management committee, or if a member demands it, the person will be elected by a show of hands or by a secret ballot.

Composition of the committee

- 6.2.6 The number of members of the committee shall be determined at the annual general meeting.
- 6.2.7 The management committee may co-opt other members.

6.2.8 Each member shall have a management portfolio, to be determined at the first meeting of the newly elected management committee.

Vacancies in the Committee

6.2.10 A vacancy in the committee during a term of office shall be filled as follows:

- a. Chairperson: The vice-chairperson shall become the chairperson for the remainder of that chairperson's term of office.
- b. Vice-chairperson: The committee shall elect one of its members as vice-chairperson for the remainder of that vice-chairperson's term of office.
- c. Secretary and treasurer: The committee shall either elect from its members or co-opt a person to be secretary and treasurer for the remainder of either the secretary's or treasurer's term of office.
- d. The committee shall fill any other vacancy that occurs during a term of office by the co-option of a person to fill that vacancy. Such a person must be a member of the Friends and in good standing.
- e. Any co-opted member shall have the same powers as an elected committee member.

Termination of committee membership

6.2.11 Should a member of the committee decide to resign, a written notice of resignation must be submitted to the chairperson.

6.2.12 A member of the committee may be dismissed from the committee if absent from three consecutive meetings without a satisfactory explanation, or for serious neglect of duty or if a special sub-committee appointed by the committee to investigate the activities of said member recommends as a result of investigations that said member be dismissed. The committee must confirm the findings of the sub-committee and such sub-committee must not consist of less than three persons.

Meetings of the committee

6.2.13 The committee shall meet at least nine times a year.

6.2.14 If the chairperson is absent, the vice-chairperson will act as chairperson. If both the chairperson and vice-chairperson are absent, then the committee members shall elect a chairperson from those members present.

6.2.15 A quorum will consist of half the number of committee members plus one.

6.2.16 Proper minutes of committee meetings will be kept and filed. Minutes will be submitted to committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of the proceedings by the next meeting of the committee and shall thereafter be signed by the chairperson.

6.2.17 Committee meetings will be properly convened and conducted.

6.2.18 Committee members must abide by decisions that are taken by the management committee.

6.2.18a A written resolution approved by all members of the committee in writing (including by e-mail) shall be valid as if passed at a duly convened meeting of the committee.

Duties of the committee

- 6.2.19 The committee must keep complete and true records of the transactions of the Friends and ensure that such records are maintained and preserved.
- 6.2.20 The committee must manage the Friends' finances.
- 6.2.21 The committee may initiate or undertake any project that furthers its objectives.
- 6.2.22 The committee may form sub-committees to further its objectives. Sub-committees must submit proposals and reports to the committee for approval and action.

6.3 GENERAL MEETINGS

- 6.3.1 A general meeting of the Friends shall be held annually.
- 6.3.2 The secretary shall give all members at least one month's notice of the annual general meeting.
- 6.3.3 The notice of the annual general meeting shall be accompanied by the agenda of the annual general meeting. This agenda shall include:
 - a. The adoption of the minutes of the previous annual general meeting as well as the minutes of any extraordinary general meetings should this be necessary.
 - b. The chairperson's report on the activities of the Friends during the year.
 - c. The financial report.
 - d. Changes to the constitution.
 - e. Motions and points for discussion.
 - f. Election of new committee members.
- 6.3.4 The general meeting shall be conducted by the chairperson of the Friends or by the vice-chairperson.
- 6.3.5 A quorum at a general meeting shall be 25% of the members of the Friends in good standing. This figure may include proxies, copies of which must be handed to the chairperson at the beginning of the meeting. If a quorum is not present 30 minutes after the scheduled time for the meeting, those members present shall constitute a quorum provided there are at least seven.
- 6.3.6 The chairperson shall ensure that a record of the proceedings of the general meeting be kept.
- 6.3.7 Each member shall have one vote.
- 6.3.8 Resolutions shall be by a simple majority vote. The chairperson of the meeting shall have a casting vote.
- 6.3.9 Any member entitled to vote may propose a motion or other matter for discussion by members at the general meeting.
- 6.3.10 Extraordinary general meetings may be called provided at least one month's notice is given together with an agenda that sets out the reasons for calling such a meeting. Such extraordinary general meetings do not absolve the Friends from an obligation to hold an annual general meeting.

6.3.11 An extraordinary general meeting may be convened at the request of at least five members.

7. POWERS OF THE FRIENDS

- 7.1 The management committee has the mandate and the authority to augment the income of the Friends in any lawful manner.
- 7.2 The committee may appoint one or more persons to execute on its behalf all such directions as may be necessary to implement or promote the objectives of the Friends.
- 7.3 The committee may undertake such work, functions, investigations, trust or agency as, in its opinion, will promote the objectives of the Friends.
- 7.4 The committee may enter into such agreements with any person, individual, body, Friends or legal person for the promotion and execution of the objectives of the Friends.
- 7.5 The committee has the right to make regulations for proper management.
- 7.6 The committee may do anything lawfully necessary or ancillary to the achievement of the objectives of the Friends.

8. FINANCES

- 8.1 The Friends shall be entitled to raise funds in any lawful manner, provided the contribution does not compromise the Friends' objectives.
- 8.2 The management committee shall be responsible for keeping true and correct records of the Friends's financial affairs, which records shall be open for inspection by any member of the Friends.
- 8.3 The committee shall ensure that the financial statements are tabled at every annual general meeting.
- 8.4 The financial year of the Friends shall run from 1 April until 31 March.
- 8.5 All moneys received shall be duly banked and any disbursements shall bear the authorised signatures of any two committee members empowered to authorise such disbursements. Disbursements from a petty cash float are exempted from this rule.
- 8.6 The financial resources of the Friends shall be held by a registered financial institution.
- 8.7 The committee, on behalf of the Friends, shall effect the acquisition or disposal of any movable or immovable property or rights of the Friends by a duly passed and minuted resolution of the committee. This resolution shall be deemed sufficient authority for any such acquisition or disposal of any movable or immovable property or rights of the Friends.

9. AMENDMENTS TO THE CONSTITUTION

- 9.1 Amendments to the constitution can only take effect after due notice (at least one month) of the amendments has been given, and they have been accepted by a two-thirds majority of members, including proxy votes, present at a properly constituted general meeting.
- 9.2 No amendments may be made which would have the effect of making the Friends cease to exist.

10. DISSOLUTION OF THE FRIENDS

- 10.1 The Friends may be dissolved in the following circumstances:

10.1.1 At the request of the members of the Friends. This request must take on the form of a resolution adopted by at least two-thirds of members present, including proxy votes, at a properly constituted general meeting of the Friends.

10.1.2 At the request of the management committee. This request must take on the form of a resolution adopted by at least a majority of members of the committee present at a properly constituted committee meeting. This resolution must be approved by at least two-thirds of the members present, including proxy votes, a properly constituted general meeting of the Friends.

10.2 After dissolution the Friends shall pay off all its debts.

10.3 Moneys left over after the payment of debts shall not be distributed among the former members of the Friends, but shall be disbursed to one or more Societys with similar objectives. This shall be decided at the general meeting of the Friends.

11. INTERPRETATION OF THE CONSTITUTION

11.1 In the case of the interpretation of the constitution, the ultimate interpretation rests with the Friends' management committee.

12. ADOPTION OF THE CONSTITUTION

This constitution was approved and adopted by the members of the FRIENDS OF THE FAERIE GLEN NATURE RESERVE at A (special) general meeting held at (Place) on (Day-Month-Year).

Chairperson

Secretary