



**CONSTITUTION  
OF THE  
ECOGLEN (FRIENDS) ASSOCIATION**

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27 August 2005, the SGM of 4 March 2006 and 28 April 2007**

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## **PREAMBLE**

The City of Tshwane Metropolitan Municipality (CTMM) is the owner and as such responsible for the management, conservation and maintenance of the ECOGLEN area.

The general condition of the fauna and flora in the said area is gradually deteriorating and requires rehabilitation.

CTMM wishes to partner with the local community concerned for purposes of managing, conserving and maintaining the ECOGLEN area in a manner that is efficient, cost-effective and sustainable.

The local community is willing to assume the responsibility for managing, conserving and maintaining the said area in partnership with CTMM.

To this end, CTMM and the local community have committed themselves to co-operate through an appropriate special purpose vehicle for purposes of ensuring that the risk of harm to the said area is minimised and the potential benefits to the said area are maximised to the extent reasonably possible in the circumstances.

### **1. NAME**

The association hereby constituted is called the ECOGLEN ASSOCIATION.

[Paragraph 1 replaced by special resolution in SGM of 4 March 2006.]

### **2. LEGAL STATUS**

2.1 The Association is a voluntary association, it exists in its own right, separately from its members, and continues to be a distinct and separate legal entity with the power to acquire, to hold and to alienate property of every description whatsoever and with the capacity to acquire rights and obligations and having perpetual succession, even when its membership changes and there are different Office Bearers.

[Paragraph 2.1 replaced by special resolution in SGM of 4 March 2006.]

2.2 The Association is a juristic person and can act and be acted against and sue and be sued in its own name.

[Paragraph 2.2 replaced by special resolution in SGM of 4 March 2006.]

2.3 The property and funds of the Association vest in the Association as a juristic person and no member of the Association is entitled to such property or funds or liable for the debts of the Association.

[Paragraph 2.3 replaced by special resolution in SGM of 4 March 2006.]

2.4 The Association does not exist for the purpose of carrying on any business with the objective of acquiring gain for itself or for any of its members.

### **3. DEFINITIONS AND INTERPRETATION**

In this Constitution, unless the context clearly indicates otherwise:

- 3.1 "Address" means physical address, postal address or electronic mail address;
- 3.2 "Association" means ECOGLEN ASSOCIATION, also known as Ecoglen (Friends of the Moreletaspruit) Association or Ecoglen (Friends) Association;
- [Paragraph 3.2 replaced by special resolution in SGM of 4 March 2006.]
- 3.3 "CBO" means Community-Based Organisation;
- 3.4 "CTMM" means City of Tshwane Metropolitan Municipality;
- 3.5 "ECOGLEN area" means the nature area between General Louis Botha Drive and Lynnwood Road, Lynnwood Road and Glenwood Road and Glenwood Road and General Louis Botha Drive, Lynnwood Glen, Pretoria;
- 3.6 "EXCO" means the Executive Committee of the Association;
- 3.7 "*Force Majeure* event" means:
- (a) Acts of God, such as fires, floods, droughts, earthquakes, lightning, hurricanes, storms and other natural disasters; and
  - (b) riots, explosions, insurrection, war, sabotage and acts of terrorism;
- 3.8 "Landowner" means CTMM;
- 3.9 "Office Bearers" means the EXCO members mentioned in paragraph 13.1 below;
- [Paragraph 3.9 inserted by special resolution in SGM of 4 March 2006.]
- 3.10 "WESSA" means the Wildlife and Environment Society of South Africa.

### **4. MISSION AND OBJECTIVES**

- 4.1 The mission of the Association is to encourage public participation in the pro-active conservation of the Moreletaspruit and Waterkloofspruit in general and in particular to promote on behalf of the Landowner the sustainable recreational use of the ECOGLEN area by the local community and the broader public.
- 4.2 The main objectives of the Association are:
- (a) To act as custodian of the ECOGLEN area and in so doing to promote the interest in and concern for the conservation, use and maintenance of the said area;
  - (b) to liaise with the Landowner in respect of the requirements for the conservation, use and maintenance of the said area;

- (c) to provide material assistance to the Landowner, wherever possible, in fulfilling its obligation to properly conserve, use and maintain the said area;
- (d) to take such measures in conjunction with the Landowner as may be appropriate to ensure sound environmental/conservation management and use of the said area;
- (e) to liaise with other organisations with similar objectives in advancing the concepts of WESSA;
- (f) to develop, in conjunction with the Landowner, an overall management plan for the said area and to assist in ensuring the implementation of the said management plan;
- (g) to raise funds for specific projects aimed at rehabilitating, maintaining, using and conserving the said area for the benefit of the landowner, the members of the Association and the broader public;
- (h) to alert the Landowner to any activities that may have an impact on the said area and which are not in keeping with this Constitution or the concepts envisaged by WESSA;
- (i) to keep members abreast of news and developments by means of a regular newsletter; and
- (j) to arrange activities, including talks by specialists, that will contribute to the knowledge of the said area.

4.3 The Association must, in carrying out its mission and objectives and in all its activities and functions at all levels:

- (a) Observe the principles that:
  - (i) The conservation and utilisation should be managed and promoted on a non-racial, non-political and democratic basis;
  - (ii) all persons, irrespective of race, colour, creed or gender, should have the right in whatever capacity, to participate in the conservation and utilisation;
- (b) forbid any form of discrimination based on race, colour, creed or gender.

## **5. FUNCTIONS AND POWERS**

In pursuit of the mission and objectives of the Association and subsidiary thereto, the functions and powers of the Association are:

- (a) To enter into such arrangements with appropriate authorities as the Association deems conducive to carrying out its mission and objectives, and to obtain from such authorities any rights, privileges and concessions which the Association deems advisable to obtain, and, whenever the Association deems it necessary, to apply to any authority to authorise the carrying out of its mission and objectives, or for any authority deemed necessary in connection therewith;
- (b) to accumulate capital for any purpose of the Association, either capitalising unexpended income or otherwise, and to appropriate any of the Association's assets for specific purposes, either conditional or unconditional;
- (c) to subscribe, administer and invest the funds of the Association in:
  - (i) Any recognised banking, trust and other financial institution;

- (ii) mortgage bonds, participation bonds and securities issued or guaranteed by government, municipalities or public utilities in South Africa;
- (d) subject to paragraph (c) above, to invest and deal with any monies of the Association not immediately required for carrying out the mission and objectives of the Association, upon such securities and in such manner as may from time to time be determined by the Association, and to realise, vary, reinvest or otherwise deal with such securities;
- (e) to borrow, raise and secure the payment of money in such manner as the Association deems fit, and to pledge, mortgage or otherwise secure, for the repayment of such money, all or any of the property and assets of the Association;
- (f) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and to open and operate banking and other accounts in the name of the Association;
- (g) to keep record of everything it owns;
- (h) to do all such other things as are incidental or conducive to carrying out its mission and objectives.

[Paragraph 5(g) inserted by special resolution in SGM of 4 March 2006.]

## **6. LIMITATIONS**

The income and property of the Association must be applied solely towards carrying out its mission and objectives, and no portion thereof may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Association: Provided that nothing herein contained prevents the payment in good faith of reasonable remuneration to any member thereof in return for any service actually rendered to the Association or for any expenses actually paid on behalf of the Association.

[Paragraph 6 replaced by special resolution in SGM of 4 March 2006.]

## **7. AFFILIATION**

The Association must become and remain affiliated to WESSA.

## **8. MEMBERSHIP**

- 8.1 Membership is open to all persons who subscribe to this Constitution.
- 8.2 Membership may be given to any CBO, which, in the opinion of the EXCO, will further the mission and objectives of the Association.

## **9. APPLICATION FOR MEMBERSHIP**

- 9.1 Any person applying for membership is required to complete the membership application form, which the EXCO prescribes from time to time.

- 9.2 Applicants for membership are obliged to agree to be bound by this Constitution and the rules made in terms thereof.
- 9.3 The rights, duties and privileges of membership only become effective after the payment of the enrolment fee and annual subscription fee.

## **10. ENROLMENT FEES AND SUBSCRIPTIONS**

- 10.1 The enrolment fees for members are the fees determined by the EXCO from time to time.
- 10.2 The annual subscription payable by members is the sum determined by the EXCO from time to time.
- 10.3 The EXCO must give at least one (1) month's notice to all members of its intention to increase any annual subscription and the increase becomes effective on the date determined by the EXCO.
- 10.4 All enrolment fees and initial subscriptions are due and payable upon application.
- 10.5 Subsequent annual subscriptions are due and payable annually in advance by 1 February of each year.

[Paragraph 10.5 amended by special resolution in AGM of 27 August 2005.]

## **11. RIGHTS, DUTIES AND PRIVILEGES OF MEMBERS**

- 11.1 Members are entitled to:
- (a) Receive a membership certificate;
  - (b) participate on a voluntary basis in any activity organized by the EXCO; and
  - (c) at a General Meeting of the Association, exercise his or her right to determine the policy of the Association.

[Paragraph 11.1 replaced by special resolution in SGM of 4 March 2006.]

- 11.2 Members who have discharged all their duties in terms of this Constitution are:
- (a) Entitled to speak and vote at a General Meeting of the Association;
  - (b) eligible to be elected as a member of the EXCO; and
  - (c) entitled to all the rights and privileges derived from their membership of the Association.
- 11.3 Members must at all times act responsibly in bringing to the attention of the EXCO any matter that may infringe upon the mission and objectives of the Association or that may affect the continued biodiversity of the ECOGLEN area.
- 11.4 Membership of the Association does not give to any member any right, title, interest, claim or demand in or to any of the funds or assets of the Association.

- 11.5 Any member who has been accepted as a member of the Association is bound by this Constitution and the rules of the Association.

## **12. TERMINATION OR SUSPENSION OF MEMBERSHIP**

- 12.1 A member may resign from the Association on notice given to the EXCO at any time, in which case the member is not entitled to a refund of any fees or amounts paid in respect of any period after the date of resignation.
- 12.2 The membership of any member who fails to pay any amount owing to the Association, whether for subscriptions, enrolment fees, goods or services supplied by the Association, or otherwise, may be terminated by the EXCO on notice to the member's last-known Address.
- 12.3 The EXCO may in its discretion reinstate the member on payment of all arrear amounts and upon the conditions as the EXCO may decide.
- 12.4 Any member who has not paid the annual subscription within three (3) months after it has become due is not allowed to remain a member while the subscription remains unpaid.
- 12.5 The EXCO has the power to take such steps as it may deem fit against any member who fails to comply with this Constitution, any of the rules of the Association, any resolutions adopted and rulings made by the Association or its EXCO, any contract entered into by the Association and in general, to take such steps against any member whose actions, or lack of action in its sole opinion are or is detrimental to the best interests of the Association or in conflict with its mission and objectives.
- 12.6 Notwithstanding anything to the contrary contained in this Constitution, the EXCO may delegate its powers in terms of this paragraph to a committee, tribunal or an ad hoc committee established from time to time for a specific purpose and for a specific period of time, and may for this purpose issue rules regarding any matter which may be prescribed in terms of this paragraph, including procedures to be observed in the conduct of hearings, the right of appeal and in general, with regard to any other matter which it deems necessary or expedient to prescribe in order to achieve or promote the objects of this paragraph.
- 12.7 The term "such steps" shall specifically include, but not to the exclusion of any other measure, expulsion, suspension or the imposition of a monetary fine, the amount of which is determined by the EXCO from time to time.

## **13. EXCO**

- 13.1 The members of the EXCO are:
- (a) The Chairperson;
  - (b) the Vice-chairperson;
  - (c) the Secretary;
  - (d) the Treasurer; and
  - (e) not more than three (3) other persons,



who are the Office Bearers of the Association.

[Paragraph 13.1 replaced by special resolution in SGM of 4 March 2006.]  
 [Paragraph 13.1(e) replaced by special resolution in AGM of 28 April 2007.]

- 13.2 The management and control of the affairs of the Association vest in the EXCO, which has full power and authority to perform any act, matter or thing, which could or might be performed by the Association, except those matters specifically reserved in this Constitution to be dealt with by a General Meeting.
- 13.3 The EXCO has the powers and authority required to carry out the mission and objectives of the Association.
- 13.4 The EXCO must:
- (a) Nominate one (1) of its members as the liaison officer with WESSA; and
  - (b) appoint a representative of CTMM, or such other organisation that has overall responsibility for the ECOGLEN area, as an *ex officio* member.
- 13.5 The Association may in general meeting repeal, approve or amend any decision of the EXCO but no such decision of the Association invalidates any action taken by the EXCO in accordance with this Constitution.
- 13.6 The EXCO has the following additional special powers:
- (a) To make rules or take resolutions or decisions, which are necessary or expedient in order to carry out the mission and objectives of the Association in terms of this Constitution, including rules providing for the procedures to be followed to exercise the powers provided for in paragraph 12.6 above;
  - (b) to form or appoint task action groups for special or general purposes and to delegate powers to the task action groups;
  - (c) to appoint the members of any task action group including persons who are not members of the Association;
  - (d) to cause the Association's financial records to be audited by a duly elected auditor, who must audit the records at least once in each financial year;
  - (e) to establish and to fix the remuneration of the Association's auditor;
  - (f) to decide on disputes, in which case the EXCO's decision is final and binding;
  - (g) to borrow or raise funds for purpose of carrying out the mission and objectives of the Association, and to apply any of the Association's funds or income in the repayment thereof;
  - (h) to apply for the granting of any licence or other authorisation for which it may be decided to apply in connection with the carrying out of the mission and objectives of the Association;
  - (i) to institute, conduct, defend, oppose, settle or abandon any legal proceedings by or against the Association, or otherwise concerning the affairs of the Association, and also to settle and allow time for payment in satisfaction of any debts due, and of any claims or demands by or against the Association;

- (j) to refer any claim or demand by or against the Association to arbitration;
- (k) to invest, re-invest and deal with any funds of the Association not immediately required for the purposes of the Association upon the securities and on the terms as it may think fit and from time to time to vary or realize the investments;
- (l) to lease or purchase any movable or immovable property for the carrying out of the mission and objectives of the Association;
- (m) to sell, lease, alienate or otherwise dispose of part or parts of the movable or immovable property of the Association as it may think most beneficial to the members and to apply the consideration arising therefrom as it may think most advantageous for the Association;
- (n) to purchase, hire, take on lease or in exchange or otherwise acquire any movable or immovable property or rights of the Association;
- (o) to borrow, collect or raise money in such manner as the EXCO thinks fit for the sole purpose of carrying out the mission and objectives of the Association, and in particular by means of subscriptions, donations, contributions, levies, enrolment fees, loans with or without security to give security for money by the issue of or upon bonds, debentures or obligations or securities of the Association, or by mortgage or charge upon all or part of the property of the Association;
- (p) to utilise the assets, funds, profits and gains of the Association solely for investment or for carrying out the mission and objectives of the Association as set out in this Constitution; and
- (q) to do all such other things as may be necessary for carrying out the mission and objectives of the Association.

## **14. NOMINATION AND ELECTION OF EXCO MEMBERS**

- 14.1 The Members of the EXCO are elected annually at the Annual General Meeting of the Association.
- 14.2 Nominations in writing of members to be elected as members of the EXCO must be delivered to the Secretary at least fourteen (14) days before the date of the Annual General Meeting at which the election is to take place.
- 14.3 Current members of the EXCO are eligible for re-election without nomination to their respective offices.
- 14.4 Nominations for membership of the EXCO must be signed by the proposer and a secondant and must be accompanied by acceptance in writing by the candidate.
- 14.5 Voting for the election of EXCO members is by way of secret ballot.
- 14.6 Notwithstanding paragraphs 14.2, 14.4 and 14.5 above, nominations for membership of the EXCO may be made by electronic means, if the EXCO considers it to be appropriate in the circumstances.

[Paragraph 14.6 added by special resolution in AGM of 27 August 2005.]

## **15. ELECTION OF CHAIRPERSON AND VICE-CHAIRPERSON**

The EXCO must, at the first EXCO meeting after the Annual General Meeting, from their number elect a Chairperson and a Vice-chairperson.

## **16. MEETINGS OF EXCO**

- 16.1 The Chairperson, or in his or her absence, the Vice-chairperson, acts as the Chairperson of the Association and the EXCO.
- 16.2 If both the Chairperson and the Vice-chairperson is not present at any meeting of the EXCO, its other members present must elect a Chairperson from their number at that meeting.
- 16.3 The EXCO meets from time to time as required.
- 16.4 No less than fourteen (14) days' notice must be given by the Secretary to the EXCO members of all EXCO meetings unless all EXCO members agree to accept shorter notice.
- 16.5 The quorum for a meeting of the EXCO is a majority of the members of the EXCO.
- 16.6 Any decision by the EXCO is by majority vote by show of hands of the members present at the meeting.
- 16.7 Each person entitled to be present and to vote has one (1) vote.
- 16.8 The Chairperson does not have a casting vote additional to his or her deliberative vote.
- 16.9 No voting by proxy is permitted.
- 16.10 The Chairperson must cause minutes to be kept of the names of the members of the EXCO present at any meeting together with minutes of all resolutions and all proceedings taken at such meeting.
- 16.11 Any minutes or an extract therefrom, signed by the Chairperson, are *prima facie* evidence of the matters stated therein.
- 16.12 A resolution in writing signed by all the members of the EXCO is as valid and effective as if passed at a meeting of the EXCO. Any such resolution may consist of several documents, each of which is signed by more than one of the members of the EXCO and is deemed, unless the contrary appears from the resolution, to have been passed on the date it was signed by the last member of the EXCO entitled to sign it.

## **17. TERMINATION OF OFFICE OF EXCO MEMBERS**

- 17.1 Each elected member of the EXCO holds office for the period concluding with the end of the Annual General Meeting after that in which he or she was elected.
- 17.2 Upon expiry of such period the member automatically retires from office but is eligible for nomination and re-election as a member of the EXCO if he or she retains his or her qualifications.
- 17.3 An EXCO member ceases to hold office as such if:
- (a) the member resigns the office by notice to the Association;
  - (b) the member becomes of unsound mind;
  - (c) the member surrenders his or her estate as insolvent or his or her estate is sequestrated;
  - (d) he or she is convicted of an offence which involves dishonesty;
  - (e) he or she becomes disqualified from being appointed or acting as a director of a company; or
  - (f) the member ceases to be a member of the Association.
- 17.4 The EXCO has the right to co-opt any member of the Association as a member of the EXCO to fill any vacancy should a member cease to hold office as stated in paragraph 17.3 above.
- 17.5 The Association may at a Special General Meeting remove any EXCO member before the expiry of his or her term of office and appoint another EXCO member in his or her place to hold office for the remaining part of the term of office of the EXCO member so removed, if the intention to vote upon his or her removal from office was specified in the notice convening the meeting.

## **18. ANNUAL GENERAL MEETING**

- 18.1 An Annual General Meeting of members of the Association is held within sixty (60) days after the end of the financial year of the Association.
- 18.2 An Annual General Meeting is convened by the Secretary giving notice to all members.
- 18.3 Notice of the date, time and place for the holding of the Annual General Meeting is given to each of the members of the Association at his or her Address as appearing from the register of members at least thirty (30) days before the date fixed for the holding of such meeting.
- 18.4 The omission to give any such notice to any member does not invalidate the holding of the meeting or the passing of any resolution thereat.
- 18.5 Notice of the terms of any resolution to be proposed at an Annual General Meeting is lodged with the Secretary at least ten (10) days before the date fixed for the meeting.

- 18.6 Notice of any proposed resolution adding to, rescinding or amending any part of this Constitution is given as provided in paragraph 27 below.

## **19. PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

- 19.1 The ordinary business to be done at the Annual General Meeting is as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since the previous Annual General Meeting;
  - (b) to receive and consider the report of the EXCO and the financial statements for the preceding financial year with the auditor's report thereon;
  - (c) to elect the Association's auditor; and
  - (d) to consider and to pass, with or without modification, any resolution adding to, rescinding or amending any part of this Constitution.
- 19.2 The Chair at an Annual General Meeting is taken by the Chairperson of the Association or in his or her absence by the Vice-chairperson. If both are absent, the members must elect a Chairperson for the meeting from among the other members of the EXCO present, if any or, failing their presence, the Chairperson must be elected being a person who is entitled to vote at an Annual General Meeting from among those members present.
- 19.3 The Chairperson of the Annual General Meeting does not have a casting vote additional to his or her deliberative vote.
- 19.4 At the Annual General Meeting any decisions are taken by voting as provided in paragraph 23 below.

## **20. SPECIAL GENERAL MEETINGS**

- 20.1 The EXCO may at any time through the Secretary call a Special General Meeting of members by giving not less than twenty (20) days' notice to members.
- 20.2 The Secretary notifies each member specifying for what object or objects the meeting is called.
- 20.3 The Secretary convenes a Special General Meeting within ten (10) days of receipt of a request to that effect signed by not less than ten (10) members specifying any resolution proposed or other business to be discussed, by giving not less than twenty (20) days' notice to members.
- 20.4 The Secretary notifies each member by delivering a copy of the notice of a Special General Meeting to be held in terms of paragraph 20.3 above.
- 20.5 The omission to deliver any such notice to any member does not invalidate the holding of the meeting or the passing of any resolution thereat.
- 20.6 The Chair at a Special General Meeting is taken by the Chairperson of the Association or in his or her absence by the Vice-chairperson and if both are absent, the members must elect a Chairperson for the meeting from among the other

members of the EXCO present, if any or, failing their presence, the Chairperson must be elected being a person who is entitled to vote at a Special General Meeting from among those members present.

- 20.7 The Chairperson of the Special General Meeting does not have a casting vote additional to his or her deliberative vote.
- 20.8 At the Special General Meeting any decision is taken by voting as provided in paragraph 23 below.

## **21. QUORUM AT GENERAL MEETINGS**

- 21.1 The quorum for a General Meeting of members is the majority of members entitled to vote thereat and if no quorum is present within fifteen (15) minutes after the time fixed for the meeting, it is, in the case of an Annual General Meeting or a Special General Meeting called by the EXCO, postponed to the same day and hour the following week and at such adjourned meeting the members present are deemed to be a quorum for the transaction of the business of the meeting.
- 21.2 In the case of a Special General Meeting called by a requisition of members, if no quorum is present upon the date fixed within fifteen (15) minutes of the time fixed for the meeting, it is dissolved.

## **22. ADJOURNMENT OF GENERAL MEETINGS**

- 22.1 The Chairperson of any General Meeting may, with the consent of the meeting decided by majority vote of members of the meeting, adjourn the meeting from place to place and from time to time.
- 22.2 No business may be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

## **23. VOTING**

- 23.1 All members are entitled to vote at an Annual General Meeting or a Special General Meeting of the members of the Association and each such member has one (1) vote.
- 23.2 Voting is by way of show of hands or by way of ballot in the discretion of the Chairperson.
- 23.3 Voting by proxy is permitted.

[Paragraph 23.3 replaced by special resolution in SGM of 4 March 2006.]

- 23.4 The Chairperson or any other person acting as Chairperson does not have a casting vote additional to his or her deliberative vote.
- 23.5 Ballot may be demanded by not less than ten (10) members present at the meeting.

- 23.6 If any such ballot is demanded, it is taken in such manner and at such time and place as the Chairperson of the meeting directs.
- 23.7 A declaration by the Chairperson of the result of a show of hands or ballot, as the case may be, is conclusive.

## **24. FINANCES**

- 24.1 The Treasurer controls the day to day finances of the Association.

[Paragraph 24.1 inserted by special resolution in SGM of 4 March 2006.]

- 24.2 The Treasurer must arrange the opening of a suitable account in the name of the Association at First National Bank for the deposit of all funds received in the form of subscriptions, enrolment fees, donations and other financial contributions.
- 24.3 The said account may be opened in the name of "ECOGLLEN Conservation" if so required by First National Bank.
- 24.4 The Chairperson, the Vice-chairperson, the Treasurer and the Secretary have signing powers in respect of the bank account.
- 24.5 All payments by the Association are made by means of cheques drawn on the bank account, which cheques must be signed by no fewer than 2 (two) of the EXCO members mentioned in paragraph 23.2 above.
- 24.6 All receipts of money by the Association must be paid into the bank account without delay.
- 24.7 Any expenditure in excess of an amount determined from time to time by the EXCO requires the prior authorisation of the Treasurer and one other EXCO member.
- 24.8 The EXCO must cause proper books and records to be kept in which a true and satisfactory account of all transactions are recorded. Any statement required must be extracted and prepared therefrom and certified by the Chairperson and Treasurer.
- 24.9 A financial statement giving details of all income and expenditure must be presented in a format agreed upon by the EXCO at each EXCO meeting.
- 24.10 An audited set of financial statements must be presented to the members of the Association at the Annual General Meeting.
- 24.11 An audited set of financial statements must be submitted to the Director for Non-Profit Organisations within six months after the financial year end.

[Paragraph 24.11 inserted by special resolution in SGM of 4 March 2006.]

- 24.12 The financial year of the Association ends on 31 December of each year.

[Paragraph 24.12 inserted by special resolution in SGM of 4 March 2006.]

## **25. REGISTER OF MEMBERS**

All members of the Association must communicate their Addresses from time to time to the Treasurer who keeps a register of the names of the members and of their Addresses.

## **26. EXCLUSION OF LIABILITY AND INDEMNITY**

- 26.1 Neither the Association nor the members of the EXCO are responsible or may be held liable for any loss, damage or injury including consequential losses, suffered by or caused to any person or property anywhere in or in the vicinity of the ECOGLEN area, whether or not the loss, damage or injury is occasioned by any act or omission of the Association, the EXCO members, or anyone else for whose actions they or any of them would be liable in law, or by reason of any *Force Majeure* event or by any other cause in the said area.
- 26.2 Each member of the Association at all times holds the Association and all other members of the Association indemnified against and harmless from and may in no manner whatsoever seek to hold any of them liable for any injury, loss or damage suffered by such member of the Association as a result of personal injury or patrimonial loss arising directly or indirectly from the participation of any person in any activity of the Association or any of the members of the Association whether or not such injury, loss or damage can be attributed directly or indirectly to negligence of whatever nature or degree on the part of the Association or any member of the Association.

## **27. AMENDMENTS TO CONSTITUTION**

- 27.1 This Constitution may not be amended except by a resolution, adopted by a majority of two thirds of the members of the Association present in person or by proxy at an Annual General Meeting or a Special General Meeting, for which due and proper notice has been given.

[Paragraph 27.1 replaced by special resolution in SGM of 4 March 2006.]

- 27.2 Notice of the intention to amend this Constitution, if required to be dealt with at an Annual General Meeting, is given by the intending mover thereof, to the Association not later than twenty (20) days prior to the date fixed for the meeting and the Secretary gives notice of the intended amendment to all the members of the Association at least ten (10) days prior to the date of such meeting.
- 27.3 If it is required that any such amendment be dealt with at a Special General Meeting of the Association, notice thereof must be given to the Secretary and the Secretary must within ten (10) days of receipt of the notice, call a Special General Meeting of the association by giving at least twenty (20) days' notice thereof and of the intended amendment, to all the members of the Association.
- 27.4 An amendment to this Constitution may, if the EXCO considers the matter to be urgent, be dealt with by polling members on the basis of electronic or postal vote, in which case:



- (a) A "no response" is deemed to be equal to a "yes response" and is recorded as such by electronic or postal statement; and
- (b) a "negative response" is recorded by electronic or postal statement.

27.5 Any notice of the intention to amend this Constitution must be accompanied by a motivation for the proposed amendment.

## **28. GENERAL**

28.1 A copy of this Constitution and any rules made in terms thereof and of any rescinding, addition or amendment thereto or new rules made from time to time must be available for the inspection of members upon application to the Secretary.

28.2 Any notice in terms of this Constitution may be given in writing by conventional or electronic means, whichever may be appropriate in the circumstances.

## **29. DISSOLUTION**

29.1 The Association may be dissolved by a resolution passed at a Special General Meeting called for that purpose if the resolution is passed by a majority of two thirds of the members present and entitled to vote at the meeting and the resolution is confirmed at a Special General Meeting held not less than thirty (30) days thereafter by a majority vote of members entitled to be present and vote thereon.

29.2 When the Association is dissolved it has to pay off all its debts and satisfy all its liabilities. Any money or other assets remaining after doing so may not be given or transferred to any member of the Association.

29.3 The money or other assets of the Association remaining after the payment of all its debts and the satisfaction of all its liabilities must be given or transferred to another organisation with similar objectives, which has been registered in terms of the Non-Profit Organisations Act, 1997.

29.4 The Association's general meeting may decide what organisation this should be.

[Paragraph 29 replaced by special resolution in AGM of 28 April 2007.]

## **30. FOUNDER MEMBERS**

The founder members of the Association are:

- (a) Mike Silberman;
- (b) Fanie van Wyk;
- (c) Jeanne van Eeden;
- (d) Liam Gauton;
- (e) Johann Laubscher; and
- (f) Willem van der Westhuizen.

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**This Constitution was initially adopted by the founder members of ECOGLEN ASSOCIATION on 8 July 2004.**

**The amendments incorporated into Consolidated Version 1 of this Constitution, were approved and accepted by the members of ECOGLEN ASSOCIATION at the First Annual General Meeting held on 27 August 2005.**

**The amendments incorporated into Consolidated Version 2 of this Constitution, were approved and accepted by the members of ECOGLEN ASSOCIATION at the First Special General Meeting held on 4 March 2006.**

**The amendments incorporated into Consolidated Version 3 of this Constitution, were approved and accepted by the members of ECOGLEN ASSOCIATION at the Second Annual General Meeting held on 28 April 2007.**

[Signed]

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Chairperson: Executive Committee  
MI Silberman

[Signed]

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Vice Chairperson: Executive Committee  
SJ van Wyk

[Signed]

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Secretary: Executive Committee  
J van Eeden

[Signed]

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Treasurer: Executive Committee  
LA Gauton

[Signed]

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Member: Executive Committee  
JAB Laubscher

[Signed]

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Member: Executive Committee  
W van der Westhuizen