

# CONSTITUTION OF THE FRIENDS OF GROENKLOOF NATURE RESERVE

Mission: to support the conservation, enlargement, rehabilitation and development of the Groenkloof Nature Reserve, to include where practical the surrounding green areas, and promote the conservation and sustainable utilisation of the area.

- 1.1 The "Friends of Groenkloof Nature Reserve" acts as a support group for the proposed Klapperkop nature area, the existing Groenkloof Nature Reserve as well as any other bordering areas which might be included in future.  
All these areas are located varying between 3-7km south and south-east of the Pretoria Central Business District, South Africa.
  - The Klapperkop section is the area south of Groenkloof suburb, west of Waterkloof Ridge, north of Monument Golf Course and east of Nelson Mandela Drive.
  - The existing Groenkloof Nature Reserve is the area west of the R21 highway (Nelson Mandela Drive), south of M7 road (George Storrar), east of M18 (Christina de Wit), north of Kloofsig suburb and Monument Park Ext 2 suburb.
  - The Waterkloof Air Force Base section is the section south of the existing Groenkloof Nature Reserve, west of Monument Park ext 2, north of the M10 road and the Air Force base, and east of Kloofsig suburb.
  - Some of the bordering areas, which might be included in future, are the Monument Golf Course, and the green areas west of the M18 road.
- 1.2 The Friends of Groenkloof Nature Reserve undertakes to become an affiliate member of The Wildlife and Environment Society of South Africa (WESSA), and to renew its membership annually.
- 1.3 The Friends of Groenkloof Nature Reserve acknowledges and agrees that it will work in accordance with the "Basic Principles of Friends of Nature Areas" document.
- 1.4 The Friends of Groenkloof Nature Reserve undertakes to maintain regular contact with, and to send copies of any written reports to WESSA. (This would cover reports relating to issues involving the nature area.)
- 1.5 The Friends undertake to hold their own regular work parties, meetings and other events; and they undertake to attend general Friends group events, whenever possible, and to share skills and ideas.
- 1.6 The Friends undertake to hold an Annual General Meeting (AGM) soon after the end of the financial year. Notice of this meeting shall be given to each member not less than 14 days beforehand, and shall include a reminder about nominations for office bearers. The Chairman or his appointee shall preside.
- 1.7 Nominations of office-bearers should be submitted in writing to the Secretary at least ten days before the AGM, naming the proposer and seconder and including the written consent of the nominee.
- 1.8 The following business shall be transacted at the AGM:
  - 1.8.1 Presentation of the Chairman's annual report
  - 1.8.2 Presentation of the financial statements
  - 1.8.3 Discussion/acceptance of these reports
  - 1.1.1 Election of office bearers
  - 1.1.2 Appointment of the auditors (if applicable)

- 1.8.6 Any other business which the chairman at his discretion may allow
- 1.9 Through the secretary, a Special General Meeting (SGM), may be called, in writing, stating the purpose of the meeting. A proposer and seconder and at least 4 other members in good standing must sign the notice, which must be issued at least 14 days in advance.
- 1.10 Each member shall have one vote. In case of votes being equal, the Chairman has the deciding vote.
- 1.11 By prior arrangement a proxy vote shall be acceptable for specific items, subject to the proper notification of the items to be considered.

## **2. FINANCIAL RESPONSIBILITIES**

- 1.1 The Friends of Groenkloof Nature Reserve may open and operate an account(s) in its own right with a commercial bank. All moneys accruing to the Friends of Groenkloof Nature Reserve will be administered wholly by the Friends group.
- 1.2 Separate funds may be established for specific purposes.
- 1.3 The Friends of Groenkloof Nature Reserve may levy an annual subscription to cover administration costs. Alterations to this amount must be ratified at an ensuing AGM.
- 1.4 The Friends of Groenkloof Nature Reserve may collect moneys from members and the general public under WESSA's fund raising number in order to fund its projects.
- 1.5 The Friends of Groenkloof Nature Reserve shall keep a proper set of accounts and submit a financial statement at least once a year at the AGM. If the income exceeds R10 000 the statement must be audited and a copy shall be submitted to WESSA within 30 days of the AGM. The auditors to be appointed at an AGM or SGM.

## **3. MEMBERSHIP**

- 3.1 Membership is open to all persons who:
- Subscribe to the Mission statement and this Constitution
  - Have completed and signed a membership application signifying commitment to the Mission Statement and constitution
  - Have paid the registration and membership fees
- 3.2 Membership shall be withdrawn:
- If a member is more than 6 months in arrears with annual subscriptions
  - If a member notifies the committee in writing that membership is not being renewed
  - If the conduct of the member is in conflict with this constitution and remains so after the matter has been addressed with the member by the committee
  - The Friends of Groenkloof Nature Reserve steering committee with the knowledge of WESSA Regional Chairman may withdraw an individual membership without necessarily furnishing the reason for so doing.
- 1.1 The Friends Group may withdraw, by majority vote at an AGM or SGM, its membership from WESSA provided the Regional Chairman / committee approves the reasons for doing so.

#### **4. QUORUM, OFFICE BEARERS AND TERM, FINANCIAL YEAR, ETC.**

- 1.1 Size of a quorum for the AGM: no fewer than 10 members in person
- 1.2 Size of a quorum for the SGM: no fewer than 8 members, either in person or by proxy (if proxy, then decision making limited to the pre-notified items)
- 1.3 Size of a quorum for the steering committee: no less than 40% of the steering committee, minimum of 3.
- 1.4 Number of steering committee members to be elected at an AGM: minimum 3.
- 1.5 Members of the steering committee so elected shall from amongst themselves choose a Chairman, Secretary, Treasurer and any other portfolio / office bearers they may find necessary.
- 1.6 Elections may take place by a show of hands and if requested by secret ballot.
- 1.7 Duties of steering committee members: Chairman, Secretary, Treasurer and other duties and portfolios to be determined by the steering committee from time to time.
- 1.8 Length of term of office: Two years.

#### **5. AMENDMENTS TO CONSTITUTION**

Amendments to this constitution:

- 1.1 shall be possible only by a majority decision of members present at an AGM or SGM
- 1.2 shall be clearly set out in a written memorandum with reasons for the amendment submitted with the notice and agenda of the AGM to all members
- 1.3 may be modified at the AGM if, after discussion of the proposed amendment, a majority is in favour of such an amendment

#### **6. DISSOLUTION**

In the event of the cessation of the existence of the Friends of Groenkloof Nature Reserve, or the proposed dissolution of that group, all assets not already committed for use in the above defined Klapperkop and Groenkloof Nature Reserve shall become the property of WESSA and held in a Friends Trust Fund account until the group is reconstituted. Should the decision be that the group not be reconstituted, such assets MUST still be used in the project/area for which they were originally raised.

#### **7. SARS REQUIREMENTS**

[Section 7 has been added to the constitution and signed on a special meeting on 23 August 2005, to comply with the tax exemption requirements from the SA Revenue Services. Except for certain references, this is mostly based on section 30(3)(b) of the Income Tax Act.]

Friends of Groenkloof Nature Reserve is

- (i) required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of such organisation and no single person directly or indirectly controls the decision making powers relating to that organisation:

(ii) prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds—

(aa) with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990);

(bb) in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); or

(cc) in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations:

Provided that the provisions of this subparagraph shall not prohibit any such organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance;

(iii) required on dissolution to transfer its assets to—

(aa) any similar public benefit organisation which has been approved in terms of this section;

(bb) any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity; or

(cc) any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of (b);

(iv) prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that—

(aa) the gross income derived from all such business undertakings or trading activities do not in total exceed the greater of—

(A) 15 per cent of the gross receipts of such public benefit organisation; or

(B) R25 000;

(bb) the undertaking or activity is—

(A) integral and directly related to the sole object of such public benefit organisation; and

(B) carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities;

(cc) the undertaking or activity, if not integral and directly related to the sole object of such public benefit organisation as contemplated in item (bb),

is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or

(dd) the undertaking or activity is approved by the Minister by notice in the Gazette, having regard to—

(A) the scope and benevolent nature of the undertaking or activity;

(B) the direct connection and interrelationship of the undertaking or activity with the sole purpose of the public benefit organisation;

(C) the profitability of the undertaking or activity; and

(D) the level of economic distortion that may be caused by the tax exempt status of the public benefit organisation carrying out the undertaking or activity;

(v) prohibited from accepting any donation which is 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, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity)

may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation;

(vi) required to submit to the Commissioner a copy of any amendment to the constitution, will or other written instrument under which it was established;

The constitution has been signed by the Founding Members in Pretoria on 24 September 2002  
The amendment (section 7) has been signed at a special meeting on 23 August 2005.