



**BirdLife  
Port Natal**

**CONSTITUTION**

**OF**

**BIRDLIFE PORT NATAL**

20 February 2016

---

## Table of Contents

1.	NAME .....	3
2.	OBJECTIVES .....	3
3.	LEGAL STATUS AND AFFILIATION .....	3
4.	PUBLIC BENEFIT ORGANISATION – SPECIAL CONDITIONS.....	3
5.	POWERS .....	4
6.	DONATIONS .....	4
7.	USE OF ASSOCIATION’S RESOURCES.....	5
8.	MEMBERS.....	5
9.	COMMITTEE .....	7
10.	POWERS AND DUTIES OF THE COMMITTEE.....	8
11.	GENERAL MEETINGS .....	9
12.	VOTING .....	9
13.	AMENDMENT OF CONSTITUTION.....	10
14.	DISSOLUTION .....	10

---

## **1. NAME**

The name of the Association shall be “BirdLife Port Natal” (hereafter referred to as “BLPN” or “the Association”)

## **2. OBJECTIVES**

The objectives of the Association are to promote the enjoyment, understanding, study and conservation of birds and their environments in the region of the eThekweni Municipality, KwaZulu-Natal, and to support BLSA in its similar objectives countrywide.

## **3. LEGAL STATUS AND AFFILIATION**

- 3.1. BLPN is a voluntary association being an independent legal entity distinct from its members, who shall have no right to the assets of the Association. The liability of members shall be limited to the amount of the unpaid subscriptions, if any, owing to the Association.
- 3.2. The Association shall be affiliated to BirdLife South Africa (BLSA), with a duly signed Affiliation Agreement, as appended. The Association supports the aims and objectives of BLSA and agrees to abide by the terms of the revised BirdLife South Africa Constitution adopted on 21 March 2015.
- 3.3. The financial year of the Association shall coincide with that of BirdLife South Africa.
- 3.4. Satellite clubs may be established by BLPN once a Terms of Reference document has been drawn up and signed by the Chair of BLPN and a duly authorised representative of the satellite club. The satellite club will adhere to the BLPN Constitution in its entirety.

## **4. PUBLIC BENEFIT ORGANISATION - SPECIAL CONDITIONS**

The Association shall register as a Public Benefit Organisation “PBO” in order to obtain taxation exemptions. It shall be obliged to adhere to the special conditions imposed by the South African Revenue Service applicable at that time.

---

## **5. POWERS**

The Association may do all things required to achieve the objectives of the Association and without limiting its general powers, the Association may:

- 5.1. purchase, acquire, invest in, lease and let out, improve, pledge, mortgage and alienate movable or immovable property or rights therein;
- 5.2. lend and borrow money, with or without security, and on such terms of interest, if any;
- 5.3. employ, pay and indemnify agents, trustees and advisers of every description, and establish trusts, corporations and associations;
- 5.4. engage in legal proceedings of every description and sue or be sued in its own name;
- 5.5. open and operate on accounts at reputable banks and other financial institutions under the signatures of not fewer than two persons authorised thereto by the BLPN Committee,
- 5.6. engage in educational activities relating to ornithology and the environment;
- 5.7. co-operate with and assist other environmental and educational organisations;
- 5.8. authorise the formation of satellite branches within the region;
- 5.9. seek affiliation to BirdLife South Africa, and forge relationships with other bird clubs or conservation associations.

## **6. DONATIONS**

The Association shall not accept any donation:

- 6.1. that may be revoked by the donor for reasons other than that the Association has failed to abide by the designated purposes and conditions of the donation; or
- 6.2. where a donor seeks to impose conditions that would entitle the donor, or a person connected to the donor, to obtain some benefit from the application of the donation.

---

## **7. USE OF ASSOCIATION'S RESOURCES**

- 7.1. All of the resources of the Association shall be used solely for the purposes of realising the objectives of the Association.
- 7.2. None of the Association's funds shall be distributed directly or indirectly to any person, unless this occurs in the course of undertaking a Public Benefit Activity consistent with the objectives of the Association.
- 7.3. The provisions of 7.2 shall not prohibit the payment, with the approval of the members, of reasonable remuneration to employees or office bearers of the Association, provided that such remuneration is not excessive and does not economically benefit any person in a manner inconsistent with the objectives of the Association.
- 7.4. The funds of the Association shall be deposited in an account or accounts with recognised financial institutions which shall be operated on by the Association's Treasurer, in conjunction with the Chair. The treasurer shall keep a full, faithful and business-like record of transactions with moneys of the Association, and preserve all vouchers and documents pertaining thereto. S/he shall submit at the Annual General Meeting an audited account of receipts and expenditure for the year ending 31 December preceding. All disbursements shall be authorised by the Committee either for each single disbursement or for a series of regular and recurring disbursements.

## **8. MEMBERS**

- 8.1. Application for Membership
  - 8.1.1. Application for membership may be submitted to the Association, or directly to BirdLife South Africa;
  - 8.1.2. A person applying for or accepting membership shall be deemed to have agreed to be bound by this Constitution and any amendments thereto. A copy of the Constitution shall be available for inspection on request to the Chair, Treasurer or Secretary of the Association and a copy shall also be made available to a member on request;
  - 8.1.3. A suitable membership form detailing the membership options and benefits shall be used. Payment to be made directly to BLSA if the

---

Association's membership administration is done by BLSA. In particular, the Association shall determine its own membership fees.

- 8.1.4. A committee member of the Association shall be elected to the position of membership manager. S/he will deal with BLSA on all membership matters and keep an up to date register of members, provided by BLSA on a regular basis.

## 8.2. Register of Members

A register of members reflecting their names, addresses and category of membership shall be maintained by the Association. The contents of the register shall be deemed to be correct and the Committee shall be responsible for ensuring that the information on the register is correct.

## 8.3. Membership Fees

The Committee shall from time to time prescribe the membership fees payable by any category of members or class within a category and the time and manner of payment.

## 8.4. Membership Categories

The Committee will from time to time determine the different membership categories and membership benefits.

## 8.5. Termination of Membership

Membership shall terminate when:

- 8.5.1. A member has not paid the annual subscription fee three months after due date, provided that the Association shall have the right to re-instate membership on such terms as it may impose;
- 8.5.2. The Association's Membership Manager or the Membership Manager at BLSA receives written notice of resignation from a member;
- 8.5.3. A member acts in a manner inimical to any of the objectives of the Association as determined by the Committee and after due and proper enquiry, has his/her membership status withdrawn.

---

8.5.4. Any person whose membership status has been withdrawn by the Committee, shall have the right to appeal against this decision to the next general meeting following the decision, or to any appeal body which may be established by the general meeting for this purpose. The member shall notify the Committee in writing of his or her decision to appeal within 30 (thirty) days of receipt of withdrawal of membership status. It shall be the responsibility of the Committee on receipt of such notice of appeal, within the prescribed time limit, to ensure the matter is brought before the next general meeting on behalf of the member as a motion for reinstatement by the member, save that no member of the Committee shall be entitled to vote on such a motion. The Honorary President shall conduct the business of the appeal at the general meeting.

## **9. COMMITTEE**

- 9.1. The affairs of the Association shall be managed by a Committee, comprising of at least 5 (five), but not more than 9 (nine), elected members.
- 9.2. The Committee shall be elected at the Annual General Meeting. Nominations shall be in writing in the appropriate form, and a nominee shall consent in writing by signing the form. The form will also be signed by the nominator.
- 9.3. The Committee shall be entitled to co-opt additional members.
- 9.4. Committee members, including co-opted members, shall hold office until the following Annual General Meeting, when they shall retire, but be eligible for re-election, except for those positions detailed below. However they shall be eligible for re-election to the Committee.
- 9.5. At its first meeting after election, the members of the Committee shall elect:
- 9.5.1. a Chairperson;
  - 9.5.2. a Vice-Chairperson;
  - 9.5.3. a Secretary;
  - 9.5.4. a Treasurer.
- 9.6. The term of office for the Chairperson and Vice-Chairperson shall be for a period of four (4) years, and they may make themselves available for a

---

further period of four (4) years, after which they will not be available for re-election. They may however continue to stand for election to the committee. There is no limit on the terms of office of the Secretary or Treasurer.

- 9.7. The members of the Committee, while in office, shall accept fiduciary responsibility for the Association.
- 9.8. The Committee shall meet once a month on a day to be determined by the committee, but generally before the monthly evening indoor meeting. The quorum for a meeting shall be at least 35% (thirty-five per cent) of the Committee members. In the absence of the Chair and Vice-Chair, the Committee shall elect a member to act as Chair.
- 9.9. The Chair of the meeting shall have a casting and deliberative vote.
- 9.10. An Honorary President of the organisation shall be elected at the Annual General Meeting for a period of four (4) years, and may make himself/herself available for a further period of four (4) years, after which he/she will not be available for re-election. The Honorary President shall be an ad-hoc member of the Committee with no fiduciary responsibility or signing powers, and serving in an advisory capacity. The Honorary President shall chair the AGM of the Association and represent the club in activities when necessary. Membership fees of the Honorary President are paid for by the club.

## **10. POWERS AND DUTIES OF THE COMMITTEE**

The Committee shall manage the affairs of the Association and do whatever it considers appropriate to achieve the objectives of the Association.

In particular, the Committee:-

- 10.1. may appoint sub-committees and determine their terms of reference and composition and the conditions under which they shall operate;
- 10.2. may delegate any of its functions;
- 10.3. may open banking or savings accounts or investments, which accounts or investments shall be operated as under item 7.4 above.



---

## **11. GENERAL MEETINGS**

- 11.1. The Annual General Meeting shall be held no later than 3 (three) months after the close of the financial year. At least 14 (fourteen) days' notice of the meeting shall be sent to all members.
- 11.2. The business of the Annual General Meeting shall be to :
  - 11.2.1. read and confirm the minutes of the previous Annual General Meeting and any Special General Meetings;
  - 11.2.2. receive the Chairperson's report;
  - 11.2.3. consider and approve the Annual Financial Statements;
  - 11.2.4. elect the Committee for the coming year;
  - 11.2.5. consider and vote upon any necessary business;
  - 11.2.6. make any awards that have been nominated previously by the members.
- 11.3. The Committee may call a Special General Meeting whenever it thinks fit, and shall be obliged to call a meeting, when requested in writing to do so by not less than 10 (ten) members of the Association. The Committee shall give members not less than 14 (fourteen) days' notice of a Special General Meeting;
- 11.4. The quorum at an Annual General Meeting or Special General Meeting shall be not less than 35% (thirty five percent) of the paid up membership of the Association, present in person or by proxy. Should a quorum not be attained, the meeting shall stand adjourned and not less than 14 (fourteen) days' notice shall be given to all members of the adjourned meeting, at which the members present shall be deemed to constitute a quorum.
- 11.5. The financial year of the Association shall be the 12 (twelve) month period preceding 31 December each year.

## **12. VOTING**

- 12.1. Unless otherwise provided in this Constitution, the vote of the majority of those members present and entitled to vote at any meeting shall prevail. Voting at any meeting of the Association shall be by show of hands unless a ballot is demanded by a majority of those present in person or by proxy

---

who are entitled to vote. Both main and family members are entitled to vote at the AGM, provided that they are over the age of 18.

- 12.2. The Chairperson presiding at the meeting shall have a deliberative vote and a casting vote.
- 12.3. A person entitled to vote may appoint another member for one meeting as his/her proxy, to represent him/her and to vote. This proxy shall be delivered in writing to the Chairman before a meeting. The proxy form shall be signed by the member and shall specify the date of the meeting and the name of the proxy.
- 12.4. The Association may elect honorary life members who shall be natural persons and number no more than 5 (five) at any given time who, in the opinion of the Committee, have made a significant contribution towards the work of the Association. Membership fees of honorary life members are paid for by the Association.

### **13. AMENDMENT OF CONSTITUTION**

The Constitution may only be amended at an Annual General Meeting of the Association, or a Special General Meeting, provided that the notice of the meeting shall have set out the proposed amendments and the reasons therefore, or the proposed dissolution and the reasons therefore, as the case may be.

### **14. DISSOLUTION**

If the Association is dissolved, the assets of the Association shall be transferred to BirdLife South Africa, or, if BirdLife South Africa is no longer in existence at that time, to a Public Benefit Organisation which has aims and objects similar to that of the Association, to be dealt with in the discretion of that organisation.

**THIS REVISED CONSTITUTION WAS ADOPTED AT THE ANNUAL GENERAL MEETING OF MEMBERS ON THE 20th DAY OF FEBRUARY 2016.**