

Background information:

The following changes to the constitution have been proposed by the committee. The proposed changes to the BLPN constitution (1) refer to a number of minor changes, mostly of a legal nature, which have been suggested in order to align our constitution with the requirements to become a non-profit organization (NPO).

In our opinion the only major change is to the quorum (11.4) which has been reduced for practical purposes to 40 members, rather than 35% of all members, which is almost impossible to achieve.

The proposed name change (2) has come about as a result of the poll in which the majority of our members voted in favour of name change. A number of very good new names have been proposed, and the three which the committee feels best represent our club will be put forward for consideration.

1. **Proposed changes to Birdlife Port Natal Constitution**

Changes are proposed to bring our constitution in line with the NPO requirements. We have also taken the opportunity to make small changes to make it legally correct.

The following changes, highlighted in Yellow, are proposed:

3.1 The liability of members shall be limited to the amount of the unpaid subscriptions, if any, owing to the Association.

Change to:

3.1 The liability of members shall be limited to the amount of **their individual, respective** unpaid subscriptions, if any, owing to the Association.

3.3 The financial year of the Association shall coincide with that of BirdLife South Africa.

Change to:

3.3 The financial year of the Association shall coincide with that of BirdLife South Africa, **which is currently 31st December. The financial year of the Association shall accordingly be the 12 (twelve) month period preceding 31 December each year.**

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.

Change to:

The Association shall register as a Public Benefit Organisation "PBO". *It shall adhere to conditions imposed by the relevant authorities in this regard, particularly the South African Revenue Service.*

5.4 engage in legal proceedings of every description and sue or be sued in its own name;

Change to:

5.4 engage in legal proceedings of **any** 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,

Change to:

5.5 open and operate on accounts at banks and other financial institutions **registered in terms of the Banks Act No. 14 of 1990**, under the signatures of not fewer than two persons authorised thereto by the BLPN Committee,

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.....

Change to:

7.4 The funds of the Association shall be deposited in an account or accounts with recognised financial institutions **as aforementioned** 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 **in accordance with the prevailing generally**

accepted accounting principles, of transactions with moneys of the Association, and preserve all vouchers and documents pertaining thereto. The Treasurer shall submit at the Annual General Meeting an audited account of receipts and expenditure for the year ending 31 December preceding.

8.1.2.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;

Change to:

8.1.2. A copy of the Constitution shall be available for inspection on request to the Chair, Treasurer or Secretary of the Association and an electronic copy shall also be made available to a member on request;

8.4.Membership Categories

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

Change to:

The Committee may from time to time determine the different membership categories and membership benefits, which may include *inter alia*, honorary members, main members, family members, ordinary members, and associate members.

8.5.3. A member acts in a manner inimical to any of the objectives of the Association
.....

Change to:

8.5.3. A member acts in a manner contrary to any of the objectives of the Association.....

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.

Change to:

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. Nomination forms

shall be lodged with the Chairperson at least 2 hours before any meeting is due to commence.

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.

Change to:

9.4. **Subject to clause 9.6 below,** 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.

9.8. The Committee shall meet once a month on a day to be determined by the committee, but generally before the monthly evening ~~in-door~~ 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.

35% of committee members is too small (35% of 5 = 1.75) Change to:

9.8 The Committee shall meet once a month on a day to be determined by the committee, but generally before the **Association's** monthly evening meeting. The quorum for a **Committee** meeting shall be at least **three (3)** of the Committee members.

9.9 The Chair of the meeting shall have a casting and deliberative vote.

Change to:

9.9 The Chair of the meeting shall have a **deliberative vote and a** casting 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.

Change to:

9.10The Honorary President shall be an **ad-hoc** member of the Committee with no fiduciary responsibility or signing powers, and serving in an advisory capacity. -----

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.

Change to:

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, **which notice may be sent out electronically to 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;

Change to

11.3 The Committee may call a Special General Meeting whenever it thinks fit, and **it** shall **also** 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.

Quorum changed to a more reasonable number. Change to:

11.4 The quorum at an Annual General Meeting or Special General Meeting shall be not less than **40 (forty) persons who are paid up members of the BLPN** present in person or by proxy, whichever is the lesser. 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 **then** 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.

Delete (11.5 already covered in 11.1) and replace with new clause:

11.5 The Annual General Meeting and /or a Special General Meeting may be held at a physical venue or alternatively electronically via Zoom , Microsoft Teams or any other digital platform so long as the meeting is able to be convened and held in real time.

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.

Replaced to meet NPO requirements, except meeting quorum. They wanted 75% which is unreasonable for a club of 400 members:

13.1 The constitution may be amended by the passing of a resolution either at the Annual General Meeting or at a Special General Meeting convened specifically for such purpose.

13.2 Subject to there being a quorum at the meeting, the Constitution will be duly amended provided the resolution is agreed upon and passed, at the said meeting, by not less than two thirds (2/3) of the paid up members of the BLPN present in person or by proxy, at the said meeting.

13.3 Written notice shall be sent to each paid up member not less than fourteen (14) days before the meeting at which the amendments to the Constitution are to be tabled. The notice shall clearly detail the proposed amendments to the Constitution to be tabled and shall include a detailed motivation for each proposed amendment.

13.4 Not less than 10% of, or 40 (forty) persons who are, paid up members of the BLPN , whichever is the lesser, shall be present in person or by proxy at a meeting ('the quorum') before a decision to amend the Constitution is tabled and considered. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in the previous paragraph.

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.

Replace to meet NPO requirements:

- 14.1 The Association may be wound up or dissolved if at least two-thirds of the members present and voting at a special general meeting convened for the purpose of considering such matter, are in favour of its being wound up or dissolved.
- 14.2 Written notice shall be sent to each paid up member not less than fourteen (14) days before the said meeting. The notice shall clearly detail that the winding up or dissolution of the Association is to be tabled and shall include a detailed motivation for such proposal.
- 14.3 In the event that the Association is dissolved, for whatever reason, 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.
2. **Proposal:** To change the name of Birdlife Port Natal to one voted on by the members present at the 72nd Annual General Meeting and incorporated into the amended constitution.