



CONSTITUTION

BIRDLIFE
ETHEKWINI
KZN

13 March 2021

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1. NAME

The name of the Association shall be “BirdLife eThekwini KZN” (hereafter referred to as “BE KZN” 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 eThekwini Municipality, KwaZulu-Natal, and to support BE KZN in its similar objectives countrywide.

3. LEGAL STATUS AND AFFILIATION

- 3.1. BE KZN 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 their individual, respective 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, which is currently 31st December. The financial year of the Association shall accordingly be the 12 (twelve) month period preceding 31 December each year.
- 3.4. Satellite clubs may be established by BE KZN once a Terms of Reference document has been drawn up and signed by the Chair of BE KZN and a duly

authorised representative of the satellite club. The satellite club will adhere to the BE KZN Constitution in its entirety.

4. PUBLIC BENEFIT ORGANISATION – SPECIAL CONDITIONS

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. 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 any description and sue or be sued in its own name;
- 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 BE KZN 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 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. 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 an electronic 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 BE KZN if the Association's membership administration is done by BE KZN. 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 BE KZN on all membership matters and keep an up to date register of members, provided by BE KZN 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 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. 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 BE KZN receives written notice of resignation from a member;
- 8.5.3. A member acts in a manner contrary 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 Any person whose membership status has been withdrawn by 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. Nomination forms shall be lodged with the Chair person at least 2 hours before any meeting is due to commence.
- 9.3. The Committee shall be entitled to co-opt additional members.
- 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. 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 Association's monthly evening meeting. The quorum for a Committee meeting shall be at least three (3) 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 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.

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, which notice may be sent out electronically to members.
- 11.2. The business of the Annual General Meeting shall be to:
- 11.3. read and confirm the minutes of the previous Annual General Meeting and any Special General Meetings;
- 11.4. receive the Chairperson's report;
- 11.5. consider and approve the Annual Financial Statements;
- 11.6. elect the Committee for the coming year;
- 11.7. consider and vote upon any necessary business;
- 11.8. make any awards that have been nominated previously by the members.
- 11.9. 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;
- 11.10. 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 BE KZN 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 then present shall be deemed to constitute a quorum.

11.11. 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.

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

- 13.1. The constitution may be 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 Consitution 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 BE KZN 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 40 (forty) persons who are paid up members of the BE KZN 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

- 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. 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.

THIS REVISED CONSTITUTION WAS ADOPTED AT THE ANNUAL GENERAL MEETING OF MEMBERS ON THE 13th DAY OF MARCH 2021