

**KAROO GARIEP WILDLIFE CONSERVATION AND
RHINO PROJECT NPO
CONSTITUTION**

May 2017

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1 **NAME**

The organisation hereby constituted will be called the *Karoo Gariiep Wildlife Conservation and Rhino Project NPO*. Its abbreviated name will be KGWC & RP (Hereinafter referred to as the NPO).

2 **BODY CORPORATE**

The NPO shall;

- Exist in its own right, separately from its members.
- Continue to exist even when its membership, changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

3 **VISION**

To establish and maintain a natural free-range economically viable reserve spanning the Seekoei River from catchment to mouth, and to conserve and protect that natural environment, thereby encouraging the social and economic advancement of the associated communities

4 **MISSION**

To be a major role player in the South African conservation arena by facilitating the reintroduction of regionally extinct species to the project area, to contribute exponentially to the conservation targets of the Republic, and to create a potential tourism industry environment, that would result in improved quality of live for the people of the area

5 **VALUE STATEMENTS**

- **Compassion** – The KSRNR is committed to the natural environment and will therefore manage with empathy and respect
- **Teamwork** – The KSRNR realise the importance and contributions of their partners and commits to being a team player.
- **Integrity** – The KSRNR commits to act in an ethical and honest manner
- **Respect** – The KSRNR commits to respecting the natural as well as the social environment and will treat both fairly.

- **Responsibility** – The KSRNR realises its responsibilities to the natural and social environment in this endeavour and commits to meeting such.

6 OBJECTIVES

- Having identified certain Green Economy opportunities in the Seekoei River Valley, comprising an area of land to be established as the Karoo Seekoei River Nature Reserve, the Directors are desirous of assisting the Northern Cape Province Department of Environment and Nature Conservation (DENC) in the proclamation of private properties within the project area as formal Protected Areas (Protected Areas Act)
- The NPO wishes to establish BBBEE companies and engage Land Owners within the Karoo Seekoei River Nature Reserve project area, in order to unlock the Green Economy and to support the DENC Wildlife Transformation Policy and the National Department of Environmental Affairs (DEA) Biodiversity and Tourism Economy initiative.
- The NPO wishes to ensure the optimisation of the economical potential; resource protection and conservation through sustainable management of the associated BBBEE companies within the Karoo Seekoei River Nature Reserve.

This constitution therefore aims to:

- access high value game species in order to establish the BBBEE concept as piloted by the Siya Bulela Kakhule BBBEE company;
- establish economic relationships between the Land Owners and their adjacent communities within the greater Seekoei River Valley;
- provide a framework within which to implement the aims and objectives of the NPO and
- through economic change, establish several formally proclaimed areas (Protected Areas Act) within the KSRNR initiative and ensure the management of the properties as such.

7 GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

The Office Bearers will oversee the NPO. The Office Bearers will be made up of three Directors. They will be the Board of governance of the NPO.

- **Term of office:** Office Bearers will serve for a period of two years which has

been agreed to by the general membership at an AGM, and which shall not exceed three years. They can, however, stand for re-election for another term in office again and again after that, for as long as their services are needed and they are willing to give their services.

- **Vacancies:** The Office Bearers must, as soon as reasonably possible appoint someone to fill any vacancy that reduced the number of Office Bearers.
- **Resignation:** An Office Bearer may resign from office in writing
- **Disqualification or Removal:** If an Office Bearer does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will find a new member to take that person's place.

8 POWERS OF THE NPO

The Board shall carry out the powers on behalf of the NPO and they shall manage the affairs of the NPO in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the NPO. The Board is responsible for making decisions and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the NPO as stated in point number 6 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa. The Board shall have the general powers and authority to:

- raise funds or to invite and receive contributions;
- buy, hire or exchange for any property that it needs to achieve its objectives;
- make by-laws for proper governance and management of the NPO;
- form sub-committees as and when it is necessary for proper functioning of the NPO.

If the Board thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. The Board may delegate any of its powers or functions to a sub-committee provided that:

- such delegation and conditions are reflected in the minutes of a meeting;
- at least one Office Bearer serves on the sub-committee;
- there are three or more people on the sub-committee;
- the sub-committee must regularly report back to the Board on its activities.

The Board must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend the conditions of the delegation at any time.

9 **MEETINGS**

9.1 **Annual General Meetings**

The purpose of an Annual General Meeting (AGM) is to:

- Report back to Stake holders from the Office Bearers on the achievements and work over the year.
- Make any changes to the constitution
- Enable members to decide on the policies of the NPO

The Annual General Meeting must be held once every year towards the end of the NPO's financial year. The NPO should deal with the following business, amongst others, at its Annual General Meeting:

- Agree to the items to be discussed on the Agenda
- Write down who is there and who has sent apologies because they cannot attend
- Read and confirm the previous meeting's minutes with matters arising
- Chairperson's report
- Treasurers' report
- Changes to the constitution that members may want to make
- Elect new office bearers
- General
- Close meeting

9.2 **Special General Meetings**

The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings. Special or Extraordinary Meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members. The Board or not less than one-third of the members may call a Special General Meeting of the NPO. Special meetings may be called when the Board needs the mandate or guidance of the general members of the NPO to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

9.3 **Ordinary Meetings**

Ordinary members meetings are conducted to complete a standard order of business of the NPO. These are held once a quarter and are attended by the Board. The meetings of the Board will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board.

9.4 **Notices of Meetings**

The Chairperson of the Board shall convene meetings. The Secretary must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days before it is due to take place. However, when convening an AGM or Special General Meeting, all members of the NPO must be informed of the meeting no less than fourteen (14) days before such meeting. Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members. The notices of all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting. For confirmation of delivery, all notices sent to members at the latest known contact details, shall be deemed to have been dully served on members, unless it can be proved otherwise. All members present in person at any meeting shall be deemed to have received notice of such meeting.

9.5 **Quorums**

Quorums for all meetings of the NPO shall be the Board members plus one of five KSRNR Land Owners invited. However, for the purpose of considering changes to this constitution, or the dissolution of the NPO, then two thirds Board and three of five invited KSRNR Land Owners in attendance at the meeting, to make a quorum, before a decision to change the constitution is taken. All meetings of the NPO must reach a quorum before they can start. If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date within fourteen (14) days thereafter. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

9.6 **Procedures at meetings**

The Board may regulate its meetings and proceedings as it deems fit, subject to the following:

- That the Chairperson shall chair all meetings of the NPO, including that of the Board
- That, if the Chairperson is not present, then the Vice-Chairperson shall chair such meeting.
- In the event both are absent, the Board members present at the meeting shall elect a Chairperson for the meeting.

9.7 **Making decisions at meetings**

Where possible, the decisions of the NPO shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote. All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting. However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote. All members must abide by the majority decision.

9.8 **Records of meetings**

Proper minutes and attendance records must be kept for all meetings of the NPO. The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be, and shall thereafter be signed by the chairperson. Minutes shall thereafter be kept and always be on hand for members to consult

10 **INCOME AND PROPERTY**

The NPO will keep record of everything it owns. The NPO may not give any of its money or property to its members or the Board. The only time it can do this, is when it pays for work that an Office Bearer or member has done for the NPO. The payment must be a reasonable amount for the work that has been done. The Board or a member of the NPO can only get money back from the NPO for expenses that she or he has paid for on behalf of the NPO, and for which authorisation has been granted. The Board or members of the NPO do not have rights over things that belong to the NPO.

11 **FINANCES AND REPORTS**

- **Bank Account:** The Board must open a bank account in the name of the NPO with a registered Bank.

- **Signing:** Cheques and other documents requiring signature on behalf of the NPO, shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and at least two other Board members of the NPO must sign the withdrawal or cheque.
- **Financial year-end:** The Financial year-end of the Organisation shall be end of March each year.
- **Financial Report:** The Board must ensure that proper records and books of account, which reflect the affairs of the NPO, are kept, and within six (6) months of its financial year, a report is compiled by an independent registered Accounting Officer, stating whether or not the financial statements of the NPO are consistent with its accounting policies and practices of the NPO.
- **The Treasurer** is responsible for making sure that the money of the NPO is safe and is accounted for. The Treasurer must also make regular reports to the Board on the finances of the NPO, which should include all incomes, expenditures and balances that remain according to accounting practices of the NPO.
- **Investments:** If the NPO has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the NPO can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The NPO can go to different banks to seek advice on the best way to look after its funds.

12 **AMMENDMENTS TO THE CONSTITUTION**

The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by no less than two thirds (or at least 67%) of the members that are at the Annual General Meeting or Special General Meeting. Members must vote at this meeting to change the constitution. For the purposes of considering changes to this constitution two thirds of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any Annual General Meeting may vote upon such motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution. As provided for in clause 6, written notices must go out no less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must

indicate the proposed changes to the constitution that will be discussed at the meeting. No amendments may be made which would cause the NPO close down or stop to function or die away.

13 **DISSOLUTION/CLOSING DOWN**

The NPO may dissolve or close down if at least two thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down. When the NPO closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to the members. It should be given in some way to another non-profit organisation that has similar objectives. The NPO's general meeting can decide what organisation this should be.

14 **ACCEPTANCE OF CONSTITUTION**

This constitution was approved and accepted by the members of the *Karoo Gariiep Wildlife Conservation and Rhino Project NPO* at a Special (General) meeting held at New Holme Guest Farm Hanover on

Chairperson

PC Ferreira