

**THE**  
**OVERBERG CRANE GROUP**  
**CONSTITUTION**



# CONSTITUTION OF THE OVERBERG CRANE GROUP

## 1. Name

- 1.1 The association hereby constituted will be called the OVERBERG CRANE GROUP or in Afrikaans OVERBERG KRAANVOëLGROEP and will henceforth be referred to as the OCG.

## 2. Objectives.

The objectives of the OCG are as follows:

- 2.1 To promote the conservation of the Blue Crane and other threatened bird species within the Western Cape Province and ultimately within South Africa
- 2.2 To assist in determining the present conservation status of the Blue Crane and other threatened bird species in the Western Cape through research, monitoring and census counts
- 2.3 To identify the problems caused by Blue Cranes and other threatened bird species to farmers and other land managers.
- 2.4 To identify the causes of unnatural mortality of Blue Cranes and other threatened bird species.
- 2.5 To investigate ways of mitigating the effects of issues identified in pursuing objectives 2.3 and 2.4 above
- 2.6 To assist in and promote education programmes surrounding the conservation of the Blue Crane and other threatened bird species
- 2.7 To encourage the participation and cooperation, both formally and informally, with other relevant organisations in achieving the objectives of the OCG

## 3 Powers of the OCG.

To achieve its objectives the OCG shall, subject to any law, have the following powers:

- 3.1 To make donations to registered fund-raising organisations and award scholarships and bursaries.
- 3.2 To acquire, whether by purchase, lease, exchange or any other means, movable and immovable property.
- 3.3 To manage or in any way deal with all or part of the OCG's property and assets.
- 3.4 To apply for, or by any means acquire, protect, prolong or renew any licences, trademarks or other rights and to deal with and alienate them.
- 3.5 To accept donations, grants, bequests, endowments or any other contributions, whether unilateral or otherwise, to the funds of the OCG.
- 3.6 To borrow moneys.
- 3.7 To secure in any manner the payments of moneys borrowed.
- 3.8 To lend money for the sole purpose of attaining the objectives set out in clause 2.

- 3.9 Funds available for investment may be invested only with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or in the acquisition of securities listed on a licensed stock exchange as defined in The Stock Exchange Control Act, 1985 ;
- 3.10 To open and operate banking accounts or accounts in any other deposit receiving institution in the name of the OCG.
- 3.11 To enter into indemnities, guarantees and surety ships and secure payment there under in any way;
- 3.12 To act as principal, agent, contractor or trustee.
- 3.13 To engage the services of persons, companies or concerns.
- 3.14 To remunerate any person or persons for services actually rendered.
- 3.15 To undertake any other acts and do anything else which is consequential or incidental to any of the above powers or conducive to the promotion and attainment of the OCG's objectives. The OCG may not have the power to carry on any business, including inter alia ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.
- 3.16 The area in which business will be carried out and in which contributions will be collected shall be in terms of the section 30 of the Income Tax Act, 1962 (Act No. 58 of 1962 as amended).

#### **4. Corporate Status**

- 4.1 The OCG shall be a juristic person with perpetual succession notwithstanding any change in the number or identity of its members from time to time.
- 4.2 The OCG shall not be carried on for the purpose of personal gain, and all funds, income and assets shall be utilized solely for investment or the objects for which it is established.
- 4.3 No part of the income or assets of the OCG shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to members of the OCG. No profits or gains will be distributed to any person and the funds of the OCG will be utilized solely for investment or the objects for which it was established.
- 4.4 The liability of each member of the OCG is limited to any unpaid subscription or levies which may be owing by that member.
- 4.5 The OCG shall be entitled to sue and be sued in its own name.

#### **5. Memberships and Subscription.**

- 5.1 If a person or organisation wishes to become a member of the OCG, they will have to complete the OCG Annual Pledge form at the Annual General Meeting, or submit it to a management member where-after the associations management committee will review such application. The management committee has the right to decline membership to prospective members and is under no obligation to supply reasons for their decisions.
- 5.2 Each member will be required to complete the OCG Pledge form annually in order to remain a member of the OCG for that year
- 5.3 Members shall pay such subscriptions as may be agreed or laid down by the annual general meeting from time to time upon such terms and conditions as the committee may decide, and should the subscription of any member remain unpaid the committee shall be entitled to terminate the membership and any privileges afforded to such member forthwith.

## **6. Management**

- 6.1 A management committee will manage the association. The management committee will be made up of not less than 6 management members including a Chairman, one or two vice-chairmen, a Secretary, a Treasurer and committee members. They are the office bearers of the association.
- 6.2 Management members will serve a one-year term, but they can stand for re-election for more terms in office. This is so long as their services are needed and they are prepared to serve the association.
- 6.3 If in the opinion of the management committee, a specific member of the committee does not fulfil their agreed obligations to the OCG, the management committee will select a new member to take that person's place.
- 6.4 The management committee will meet when required by any specific circumstance and at the discretion of the committee. More than half of the management members need to be at the meeting to make decisions that are effective. This constitutes a quorum
- 6.5 A member of the management committee shall vacate his office if he or she:
  - 6.5.1 is declared insolvent or assigns his estate in favour of his creditors.
  - 6.5.2 is convicted of an offence and sentenced to imprisonment without the option of a fine; or
  - 6.5.3 resigns as a member of the management committee.
- 6.6 Minutes will be taken at each meeting to record the management committee's decisions. The minutes of each meeting will be given to management committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee, and shall thereafter be signed by the chairperson.
- 6.7 The association has the right to form sub-committees. The decisions that sub-committees take must be given to the management committee. The management committee must decide whether to agree to them, or not, at its next meeting. This meeting should take place soon after the sub-committee's meeting. By agreeing to decisions the management committee ratifies them.
- 6.8 All members of the association have to abide by decisions that are taken by the management committee.
- 6.9 The committee shall determine who shall be authorised to sign and execute all cheques, notes, bills or other documents of the OCG.
- 6.10 The committee shall have the power of co-option.
- 6.11 All property shall be registered in the name of the association.
- 6.12 No member of the committee shall have a direct or indirect interest or benefit from any contract, which the management committee may conclude with a company.

## **7. Meetings and procedures of the management committee**

- 7.1 The management committee will meet when required by any specific circumstance and at the discretion of the committee . More than half of the management members need to be at the meeting to make decisions that are effective. This constitutes a quorum

- 7.2 The chairperson, or two members of the committee, can call a special committee meeting. They must let the other management committee members know the date of the proposed meeting not less than 21 days before it is due to take place. They must also inform the other members of the committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other committee members not less than 30 days notice.
- 7.3 The chairperson shall act as the chairperson of the management committee. If the chairperson does not attend a meeting, then members of the committee who are present must choose which one of them will chair that particular meeting. This must be done before the meeting starts.
- 7.4 There must be a quorum present (fifty percent of the committee members) whenever such a meeting is held to ensure the validity of any decisions taken at that meeting..
- 7.5 When necessary, the management committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 7.6 Minutes of all meetings must be kept safely and always be on hand for members to consult.
- 7.7 If the management committee thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this in order to get some work done quickly or it may want a sub-committee to undertake an inquiry, for example. The sub-committee must report back to the management committee on its activities and should do this regularly.
- 7.8 The management committee may hold electronic meetings in order to make decisions on specific issues. All correspondence in reaching such a decision must be kept and be available to members if required.

## **8. Meetings and Procedures of Ordinary Meetings**

- 8.1 The management committee must hold one ordinary meeting each year, which is the Annual General Meeting for all members.
- 8.2 There must be a quorum (ten percent of the members of the organisation) whenever such a meeting is held in order to ensure the validity of the meeting.
- 8.3 The annual general meeting must be held once every year. The association should deal with the following business, amongst others, at its annual general meeting:
- agree to the items to be discussed on the agenda,
  - apologies of those that cannot attend,
  - read & confirm the previous meeting's minutes with matters arising,
  - read office bearers reports,
  - measures report,
  - list any changes to the constitution which members may wish to make,
  - elect new office bearers,
  - provide an opportunity for general discussion, and
  - decide on a date and venue of next meeting.
- 8.4 Fifty percent of the members may request a special ordinary meeting. They must submit in writing a request to the committee who will then decide on an appropriate date. The committee must give members not less than 30 days notice of such a meeting.

## **9. INDEMNITY**

Every officer or member or servant or committee member of the OCG shall be indemnified by the OCG against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his default, breach of duty or breach of trust.

## **10. Finance**

- 10.1 An accounting officer shall be appointed at the annual general meeting and his or her duty is to audit and check on the finances of the organization
- 10.2 The treasurer's job is to control the day-to-day finances of the association. The treasurer shall arrange for all funds to be put into a bank account in the name of the association. The treasurer must also keep proper records of all finances.
- 10.3 Whenever funds are taken out of the bank account, two of the three appointed management members of the organization must sign the withdrawal.
- 10.4 The financial year of the association ends on the 31<sup>st</sup> December
- 10.5 The associations accounting records and reports must be audited by an independent auditor and presented to the members at the Annual General Meeting.

## **11. Changes to the constitution**

- 11.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 11.2 At least ten percent of the members shall be present at a meeting ("the quorum") before a decision to change the constitution can be validly made. Any annual general meeting attendees may vote upon such a motion if the details of the changes are set out in the notice referred to in 11.3
- 11.3 A written notice must go out not 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
- 11.4 No amendments may be made which would have the effect of making the association cease to exist

## **12. Dissolution/Winding-up**

- 12.1 The association may 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
- 12.2 If upon the dissolution of the OCG there remain any assets whatsoever after satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its members, but shall be transferred to another organisation with objects similar to those of the Foundation authorised in terms of section 30 of Income Tax Act, 1962 (Act No. 58 of 1962 as amended) and which is itself exempt from income tax in terms of section 10(1)(cN) of the Income Tax Act, 1962, as may be decided either by the members or, in default of such decision, as may be decided by the Director of Public Benefit Organisations.

### **13. Interpretation**

13.1 In the case of any doubt or dispute as to the meaning and interpretation of any provision of this constitution the question shall be decided by the committee and their decision shall be final and binding upon members.