

CONSTITUTION

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1) NAME

- i) Alberts Farm Management Committee is a volunteer community body. The organisation renders voluntary service by its members for the preservation, public use and enjoyment of Alberts Farm (“The Open Space”) as well as the sustainable development thereof.
- ii) Its shortened name will be AFMC.
- iii) It is hereby recorded that ownership of the erven comprising The Open Space (see attached map) as well as any improvements upon such erven vest in the City of Johannesburg (CoJ) or its successor in title. In the event of the management committee of the organisation failing to carry out its duties and functions in a proper and responsible manner, the Council shall have the right to dissolve the management committee forthwith and take over its functions until such time as a new management committee has been duly elected in terms of this constitution. The Council may appoint Johannesburg Open Space Initiative (JOSI) to act as their agent. The Council must give the management committee written notice of its intentions and allow the management committee to respond and be heard by the Council before this action is taken. A Special General Meeting should be called

immediately so that all members can understand the Council's actions.

2) DEFINITIONS

AFMC.???

- i) "organisation" – Alberts Farm Management Committee
- ii) "The Open Space" – as demarcated on the attached map
- iii) "Council" – The City of Johannesburg or its successor in title
- iv) "agent" – appointed representative of the Council by the Council
- v) "representative" – person appointed in writing by the Council or member organisation
- vi) "member" – a person 18 (eighteen) years or older or an organisation that has applied for membership in writing, has paid their fee(s) and approved by the management committee
- vii) "management committee" – the controlling poser of the organisation consisting of at least 4 (four) office bearers
- viii) "office bearers" – the Chairperson, Vice-Chairperson, Treasurer and Secretary elected by the members at an Annual General Meeting
- ix) "in good standing" – an approved member who has paid their fees in full
- x) "ex-officio" – the person can attend all of the meetings and take part in discussions, but may not vote on any issues
- xi) "quorum" – at management committee meetings is more than half, at the AGM or Special General Meeting it is 10% and at the meeting after an adjournment of and AGM or Special General Meeting – those present
- xii) "accounting office" – as defined for Closed Corporations
- xiii) "Written or in writing" – means written, typewritten, printed, reproduced by any electronic means
- xiv) Words importing the masculine gender include the feminine gender and vice versa
- xv) Words importing singular include plural

3) OBJECTIVES

a) The organisation's main objectives are to:

- i) The primary objective of the organisation is to maintain and enhance the open are(a) as an endemic Reserve for sustainable benefit of the public.
- ii) To stimulate and foster a public awareness of and interest in the need for the utilisation and conservation of The Open Space *inter alia* through sustainable development.
- iii) To encourage the participation of the community in the protection, enjoyment and environmental management of The Open Space.
- iv) To strive towards the optimum community involvement and responsibility in utilising The Open Space.
- v) To retain and enhance the natural habitats and environments found in the Reserve. This includes the understanding that there is a need to induce control by fire, insects and larger animals. This also includes the removal of weeds as prescribed and invasive and non-endemic plants, and the

control of problem animal life.

- vi) To market The Open Space and raise funds for the projects, which the organisation may initiate, support, encourage or in any other appropriate way become involved in.
- vii) To administer such funds as may accrue in respect of The Open Space for its specific benefit and development. **As the cemetery recently became a bone of contention... should we take over the responsibility of maintaining the cemetery (as long as they continue to mow the grass when they do the park) ????**

b) The organisation's secondary objectives will be to:

- i) Secure the perimeter fence
- ii) To open the Reserve to the public with controlled access as advertised. To provide and service walking trails for use by the public. To control, collect and remove all forms of litter.
- iii) To rehabilitate and develop the existing man-made environments and habitats. This includes capital improvements and repairs, minor and major landscaping, removal of invasive and unsuitable plants, planting of suitable plants and the introduction of suitable animal life.
- iv) To encourage, foster and promote natural environmental education and training of the public of all ages and levels.
- v) Establish and maintain an updated Conservation policy with house rules.

4) INCOME AND PROPERTY

- i) The organisation shall keep an asset register.
- ii) The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- iii) A member of the organisation can only get money back from the organisation for expenses that **he/she** has paid for or on behalf of the organisation as approved by the management committee.
- iv) Members or office bearers do not have rights over things that belong to the organisation.
- v) If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are explained in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Organisations can go to different banks to seek advice on the best way to look after their funds.

5) MEMBERSHIP

- i) People who are over 18 (eighteen) years of age and who want to help the organisation achieve its objectives can join. If members have to pay membership fees, they should be allowed to pay once a year or on a monthly basis to keep their membership up.

- ii) An application for membership shall be made on the form prescribed by the organisation, duly completed, and forwarded together with the appropriate fees to the Secretary of the organisation for consideration at the next meeting of the management committee. The management committee according to the procedure, which it deems appropriate, shall decide all applications for membership. Applications may be rejected and the applicant notified in writing without assigning any reason therefore. Renewal of such application may be made after expiry of 6 (six) months reckoned from the date of the decision of the management committee.
- iii) The organisation can decide whether to allow other organisations or institutions that are interested in helping achieve its objectives to become members. The organisation decides whether outside organisations or institutions have to pay membership fees.
- iv) Each member organisation must appoint someone to represent it. That person will vote on its behalf at meetings of the organisation. It may send someone else, called an alternate, to replace its appointed representative at any meeting if the appointed representative cannot attend. Members of the member organisation will have full membership rights except they will not be eligible to vote in their own right unless they become full members.
- v) Each member organisation must tell the organisation's secretary who its representative and alternate will be. If the representative or alternative resigns from or leaves the member organisation, he cannot carry on as the member organisation's representative.
- vi) A copy of the constitution, as amended from time to time, shall be supplied to each member and to an intending applicant for membership if requested.
- vii) Only paid up members or members in good standing are eligible to vote. Every member has 1 (one) vote. This includes the member organisations.
- viii) No provision shall be made for proxies.
- ix) The rights and privileges of membership shall not be transferable
- x) All members have to abide by decisions that are taken by the management committee.
- xi) The liability of an individual member for the debts of the organisation shall be limited to the amount, if any, of their unpaid membership fees and any other amount owing to the organisation.
- xii) Members of the organisation should attend its annual general meetings. At the annual general meeting members exercise their right to determine the policy of the organisation.
- xiii) Any person or organisation that simply wishes to donate money, goods or services and does not apply for membership will be acknowledged as a donor.

6) RESIGNATION AND REMOVAL OF MEMBERS

- i) If a member has not paid within 3 (three) months of the due date, he/she

shall automatically cease to be a member.

- ii) If the management committee has a good reason to do so, and if all of the management committee members agree, it can end any individual or member organisation's membership. Reasons for this drastic step would include mental illness, not subscribing to the objectives of the organisation, theft etc. But the individual, or the appointed representative of the member organisation, has the right to appear before the management committee. The appearance must take place before the management committee makes a final decision.
- iii) A member may resign by giving due written notice. All fees or part thereof shall be forfeited.

7) MANAGEMENT

- i) A management committee will manage the organisation.
- ii) The management committee will be made up of :
 - not less than 4 (four) office bearers (Chairperson, Vice-Chairperson, Treasurer and Secretary)
 - a Ward ?? Committee member, who shall act as an *ex-officio* member of the management committee
 - a Council representative
 - as many portfolio sub committee chairpersons as required from time to time
- iii) The Council representative shall be an employee or agent (e.g. JOSI) of the Council, who will be nominated by the Council and will represent the interests of the Council, which Council official will not be an elected member of the management committee and will remain on the management committee as mandated by the Council. Non-attendance at meetings will be reported to JOSI who will forward to the Mayor.
- iv) Office bearers will serve for one year, but they can stand for re-election
- v) Office bearers shall be nominated, seconded and voted in at the AGM. Other management committee members shall be nominated and elected to the management committee at the AGM. The Portfolio allocation shall take place at the next management committee meeting following the AGM. All nominations shall be in writing and handed to the secretary 7 (seven) days before the AGM. All nominations shall be proposed and seconded by members in good standing. If there are 2 (two) or more nominations for the same post then a show of hands shall decide the vote. If the show of hands does not have a resolution then a ballot shall be set up and drawn to determine the position. The Chairperson shall not have a casting vote in this case, it must go back to the vote by the members.
- vi) The management committee may, by resolution at an Annual General Meeting or Special General Meeting, set subscription fees for members,

provided that such fees are reasonable

- vii) The office bearers of the management committee shall be, and are hereby indemnified by the organisation against any loss, negligence, expense or damage incurred in the discharge of or arising out of their voluntary duties, owing to his own fault or neglect. No member or other officer of the organisation shall be liable for the act, defaults, negligence or loss of any other management committee officer or member.
- viii) If any member of the management committee or a sub-committee does not attend 3 (three) consecutive meetings without good cause, that person may be called upon to account for his/her absence. Where applicable, should the management committee deem this account to be unsatisfactory, that person shall cease to be a member of that committee.
- ix) A member of the management committee may tell the management committee if he wants to resign. But she can only do this if there will still be at least three members of the management committee left behind once the member has left.
- x) A member of the management committee or any sub-committee thereof shall cease to be a member of such committee should the management committee resolve to remove a member of the committee from office at a constituted meeting of the management committee where at least 75% of the members of the management committee have voted in favour of such resolution. Provided that at least 7 (seven) days written notice has been given to the member concerned of the meeting and the proposed resolution and provided further that the member concerned has first been granted the opportunity to address the meeting.
- xi) Should a member of the management committee give written notice to the management committee of his/her intention to resign, such member shall immediately cease to be a member of the management committee.

b) Duties of the Chairperson

The Chairperson, as leader of the organisation, chairs all the organisation's meetings that he attends. She must:

- i) See that members stick to the rules and guidelines that are in their constitution.
- ii) Chair meetings in such a way as to keep good order.
- iii) Sign minutes of meetings after members have agreed that the minutes are accurate.
- iv) Check that accounts show correct spending of the organisation's money, and agree to the accounts being paid.
- v) Sign cheques on the organisation's banking account or accounts.
- vi) Sign all funding agreements.
- vii) Generally supervise and keep a check on the organisation's affairs.
- viii) Do other duties that the organisation expects of its Chairperson.
- ix) Make sure that all office bearers and committees complete what tasks they have agreed to, and within the time that was agreed to.
- x) Make sure that meetings take place regularly, as set down in the

constitution.

- xi) Uses his or her power to ask other office bearers and members of the organisation and its committees to do certain duties and tasks if needs be.
- xii) Work in a team spirit with other members of the organisation.
- xiii) Serve as ex-officio on all sub-committees unless he chairs a sub-committee. She may vote, if they are serving as the chairperson or fulltime member on that sub-committee.
- xiv) Run the annual general meeting or special general meeting
- xv) See that the annual report is written.

c) Duties of the Vice-Chairperson

The Vice-Chairperson takes over the Chairperson's tasks and duties when he is not there. The Vice-Chairperson should keep in close contact with the Chairperson. The Vice-Chairperson must:

- i) Take on duties and functions that have been passed on to him.
- ii) Serve as ex-officio on all sub-committees unless he is serving as the chairperson or fulltime member on that sub-committee.

If both the Chairperson and the Vice-Chairperson do not attend a meeting, then the organisation's members must elect a Chairperson from amongst themselves for that meeting before the meeting starts.

d) Duties of the Treasurer

The treasurer keeps a record of all the money that comes into the organisation. This includes, for example, membership fees, donations and money raised from fundraising. The treasurer also keeps a record of all the money that is spent by the organisation. The treasurer must:

- i) Keep proper records of what the organisation receives, and of what it spends.
- ii) Keep a proper list of the names of members and donors.
- iii) The organisation will take out such insurance policies as deemed necessary for the protection of the assets, the liability, the staff and members of the organisation.
- iv) Write out, sign, keep a copy of, and give receipts for all money that the organisation receives.
- v) Pay the organisation's accounts.
- vi) Be responsible for collecting the membership fees from all members.
- vii) Make sure that the organisation does not spend more money than it has.
- viii) Prepare quarterly accounts or preferably monthly accounts for consideration and approval of the management committee and submit copies to the relevant authorities
- ix) Prepare the organisation's annual financial statements to present to the annual general meeting.

e) Duties of the Secretary

The secretary is responsible for making sure that the organisation's administration runs smoothly. He must work closely with the Chairperson

and the Vice-Chairperson. The secretary must:

- i) Keep proper records and minutes of all meetings and submit copies to the relevant authorities.
- ii) Deal with letters and other correspondence that the organisation receives and sends.
- iii) Prepare and send out notices of all meetings of the organisation.
- iv) Do other duties that he may be asked to do from time to time.
- v) Prepare the venue for meetings.

8) POWERS OF THE ORGANISATION

In furtherance of the objectives stated in clause 2, the management committee may:-

- i) Apply for, invite, obtain, collect and receive money, funds, securities and other sources of income and capital by way of contributions, subscriptions, donations, grants, legacies and the sale of publications of the organisation.
- ii) Manage, develop, build on, work or deal with its undertaking regarding all or any part of the funds generated by the organisation or its assets.
- iii) Invest the monies generated but not immediately required for its purpose;
- iv) Open and operate banking accounts in the name of the organisation or management committee;
- v) Form and have an interest in any company, trust, organisation or body for the purpose set out in the objectives.
- vi) Establish, promote, amalgamate or co-operate with any charitable institutions, trust associations or bodies, incorporated or unincorporated, whose objects are wholly or in part similar to those of the organisation, or become a part of or member of such institutions, or associate or affiliate with such institutions, or act as or appoint trustees, agents, nominees or delegates in respect of such institutions, or control, manage or superintend such institutions.
- vii) Represent or appoint person(s) to represent the management committee or any of its members in any negotiations with any other parties.
- viii) Establish sub-committees in accordance with the provisions of this constitution.
- ix) Invest the funds and assets of the management committee in securities nominated by it and to vary, realise and deal with such investments in its discretion.
- x) Decide what amount of funds of the management committee shall be invested and what amount should be retained for administrative or other expenses.
- xi) Employ any person in the interests of the organisation and remunerate them from organisation funds and terminate such employment. Such employees shall be employed in terms of a contract of employment

stipulating that the employee is an employee of the organisation and not of the Council.

- xii) Register the name and, if necessary, the Constitution of the organisation under any law.
- xiii) Institute or defend any legal proceedings in the name of the organisation or the committee.
- xiv) Appoint an accounting officer to examine and report upon the accounts of the management committee and remunerate the accounting officer accordingly.

9) MEETINGS AND PROCEDURES OF THE MANAGEMENT COMMITTEE

- i) The management committee shall have the right to make by-laws for proper management, including procedure for application, approval and termination of membership and document the same.
- ii) The Chairperson, or two members of the committee, can call a special meeting if they want to. But they must let the other management committee members know the date of the proposed meeting not less than 28 (twenty eight) days before it is due to take place. They must also tell 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 all the other committee members not less than 30 (thirty) days notice.
- iii) The Chairperson shall act as the Chairperson of the management committee. If the Chairperson does not attend a meeting, then the Vice-Chairperson will chair the meeting.
- iv) The management committee will meet at least once a quarter but preferably monthly. More than half of the members of the management committee need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum. There shall be a quorum whenever such a meeting is held.
- v) Minutes will be taken at every 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.
- vi) Minutes of all meetings must be kept safely and always be on hand for members to consult.
- vii) The sub-committee must report back to the management committee on its activities. It should do this monthly or at all management committee meetings. All sub-committee decisions must be ratified at the next management committee meeting.
- viii) Any matter before the management committee shall be resolved by a simple majority of those members present and voting, provided that the

Chairperson of the meeting shall have a deliberative casting vote.

10) ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

The Annual General Meeting (“AGM”) of members of the organisation shall be held not later than July each year. The business conducted at the AGM shall include:-

- 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
 - Treasurer’s report
 - Appointment of an accounting officer
 - Determination of membership fees
 - Changes to the constitution that members may want to make
 - Elect new office bearers
 - Consideration of items included in the agenda at the request of members of the organisation
 - General
 - Close the meeting
- i) In regard to any such request, notice of items for inclusion in the agenda not being special business requires prescribed notice to members, must be submitted to the Secretary, in writing, at least 14 (fourteen) days prior to the AGM. Constitutional or Conservation Policy changes are done in accordance with clause 9.ii
- ii) Notice of any AGM or Special General Meeting shall be given to members of the organisation by advertisement and/or such other means considered adequate and reasonable by the management committee. Such notice shall be given not less than 28 (twenty-eight) days before the relevant meeting.
- iii) The management committee may, at its discretion, call a Special General Meeting to consider any business, which it deems appropriate or necessary. However, a Special General Meeting shall be called in response to a written request or requests, signed by at least 15 (fifteen) active paid up members of the organisation. Such requests must be lodged with the Secretary of the organisation and must clearly specify the reasons) for requesting the meeting. Such meeting shall be called to take place within 30 (thirty) days of the requests being lodged as aforesaid and shall deal only with the specific matters requested.
- iv) A quorum for an AGM or Special General Meeting called by the management committee shall be not less than 10% **earlier on you have the quorum as 50% - or are there different circumstances etc?** (ten percent) of members, provided that if no quorum be present within 15 (fifteen) minutes after the time fixed for the meeting, then the meeting

shall be adjourned for 2 (two) weeks at the same time and venue. At such adjourned meeting the members then present shall be deemed to constitute the quorum for the transaction of all business of the meeting. However, in the case of a Special General Meeting called by a requisition of members of the organisation, if a quorum is not present within the time specified above, the meeting shall be dissolved.

- v) Every question submitted to a general meeting shall in the first instance be decided by a show of hands, the Chairperson having a casting vote in the case of equality. Unless a ballot be demanded, the declaration by the Chairperson of the result of the voting by show of hands shall be conclusive. However, a ballot may be demanded by the Chairperson at his /her discretion or by at least 3 (three) members present at the meeting. A proper demand for a ballot shall negate the result from the show of hands and the ballot may, at the discretion of the Chairperson, be undertaken immediately or later during the course of the meeting or following an adjournment. The Chairperson shall nominate and the meeting approve 2 (two) scrutinisers to validate ballot papers and undertake the counting of votes. A secret ballot shall be conducted and the numeric results and decisions shall be announced to the meeting or adjourned meeting by one of the scrutinisers. Should there be equality in respect of the votes cast "for" and "against" then the Chairperson shall be entitled, at his/her discretion, to exercise a casting vote.
- vi) A record shall be kept of members attending general meetings. The Secretary shall duly record the minutes of each meeting (this includes management committee meetings). Minutes, after having been approved, shall be signed by both the Chairperson and the Secretary.

11) FINANCE

- i) An accounting officer shall be appointed at the annual general meeting. His or her duty is to certify and check on the finances of the organisation.
- ii) The treasurer's job, as apposed to the accounting officer, is to control the day-to-day finances of the organisation. The treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The treasurer must also keep proper records of all the finances.
- iii) The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the financial year-end along with the annual report.
- iv) The financial year of the organisation shall end on the last day of February of each year.
- v) The funds raised and controlled by the management committee shall be deposited in a banking account or accounts within 5 (five) working days in the name of the organisation/management committee and shall be operated by at least 2 (two) nominated signatories appointed from time to time by the management committee.
- vi) All expenditure shall be authorised by resolution of the management

committee.

- vii) Petty cash not exceeding R1000, 00 (one thousand Rands) **Rand is acceptable.... As far as I know?** shall be allowed to the treasurer, subject thereto that a receipt is obtained for all expenditure incurred and that his/her actions are authorised prior to expenditure by the management committee.
- viii) Annual Financial Statements shall be prepared and submitted at each AGM. The Chairperson and the full management committee will sign them. **I think Treasurer, Chairperson and one other member is also acceptable???**

12) AMENDMENTS TO THE CONSTITUTION

- i) The constitution or conservation policy can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the paid up members who are at the annual general meeting or special general meeting **space**. 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 9.ii
- ii) A written notice must go out not less than 28 (twenty-eight) 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.
- iii) No amendments to the constitution may be made which would have the effect of making the organisation cease to exist.

13) DISSOLUTION AND/OR WINDING-UP

- i) The organisation may be dissolved by a resolution to that effect passed at an AGM or a Special General Meeting and the notice of the meeting must contain appropriate information as to the intent and the reasons for dissolution. A two-thirds majority vote of paid up members attending that meeting will be required to pass the motion for dissolution. Provided that if no quorum be present within 15 (fifteen) minutes after the time fixed for the meeting, then the meeting shall be adjourned for 2 (two) weeks at the same time and venue. At such adjourned meeting the members then present shall be deemed to constitute the quorum for the transaction of all business of the meeting.
- ii) In the event that it is resolved to dissolve the organisation, its net assets shall not be paid to or be distributed among the members of the organisation. They shall be given or transferred to some other appropriate organisation or institution to be determined by the members of the organisation attending the meeting at which the resolution for dissolution is passed.
- iii) Dissolution shall take effect following the conclusion of the meeting and the organisation shall only continue to function for as long as necessary and in a manner appropriate to complete any unfinished business of the organisation and matters pertaining to its dissolution.

14) INTERPRETATION

In the event of doubt or disagreement concerning the interpretation of any provisions of this Constitution, the decision taken thereon by the management committee of the organisation shall be final and binding

This constitution was approved and accepted by members of

At a special general meeting held on _____ Day/Month/Year

Chairperson _____ Secretary
