

CONSTITUTION OF THE MIDLANDS CONSERVANCIES FORUM

1 NAME, STATUS, AFFILIATION AND GEOGRAPHIC AREA

- 1.1 There is hereby constituted an organisation to be known as the Midlands Conservancies Forum ("the MCF").
- 1.2 The MCF shall be a non-profit body with full legal capacity having an identity and existence distinct from its members or office-bearers and may sue and be sued in its own name.
- 1.3 The MCF shall have the power to own, acquire or sell fixed or movable property and to effect any lawful transactions in connection therewith.
- 1.4 The MCF shall have a continued existence notwithstanding changes in the composition of its membership or office-bearers.
- 1.5 The area envisaged and intended to fall within the MCF's area of operation includes the whole of the uMngeni Municipality and any area outside of but adjacent to uMngeni Municipality that comprises the area of a member conservancy, including upper Mngeni River and associated Catchment area.
- 1.6 The MCF will act as representative forum for individual conservancies located within the said geographical area on issues and projects that transcend individual conservancy boundaries.

2 VISION

The vision of the MCF is:

- to facilitate and coordinate the activities of a coalition of KwaZulu-Natal (KZN) Midlands Conservancies, focusing on biodiversity conservation, which will contribute to long-term environmental sustainability of the region; and
- to work in coalition with other like-minded people and bodies working proactively to achieve a KZN Midlands environment that is wisely managed for all.

3 MISSION STATEMENT

The mission of the MCF is to actively conserve the natural beauty and biodiversity of the KZN Midlands for the benefit of present and future generations, by stimulating interest and awareness of conservation issues within the community as a whole, through action, education and community involvement.

4 STYLE

The style of the MCF shall be to operate democratically, to lead by example and to act in accordance with its purpose and objectives.

5 OBJECTIVES

The aims and objectives of the MCF will be reflected in constitutions of the individual member conservancies. The distinction being that with the ever-increasing threat and subsequent burden to remain effective the task is becoming too much for local conservancies to handle. Through combined representation at a regional level the MCF aims to:

- 5.1 The primary objective of the MCF shall be to promote through sound management principles, the conservation of the total environment of the MCF area so as to maintain and promote its rural character, both intrinsically and visually, as well as to maintain maximum natural biodiversity.

- 5.2 The ancillary objectives of the MCF will be to:
 - 5.2.1 Support and encourage the leadership of the various member conservancies.
 - 5.2.2 Provide a platform where conservancies can share issues and experiences, both failures and successes, for the purpose helping each other to be more effective.
 - 5.2.3 Monitor proposed physical development in the MCF area and initially, if deemed necessary, for individual Conservancies to register and act as Interested and Affected Parties (IAPs) of specific developments but where considered appropriate to collectively object to and oppose relevant issues, such as:
 - 5.2.3.1 Inappropriate developments,
 - 5.2.3.2 Changes in land use which threaten biodiversity, and/or
 - 5.2.3.3 Activities that threaten or negatively impact on the provision of eco-system services such as clean water and air quality.
 - 5.2.4 Collectively strive to conserve and protect biodiversity in the MCF's geographic area through various approaches such as:
 - 5.2.4.1 Securing threatened habitats through formal protection using mechanisms such as the Biodiversity Stewardship Programme.
 - 5.2.4.2 Advocating environmentally sustainable land use and management practices.
 - 5.2.4.3 Identifying practices that are illegal and lobbying the appropriate authority to take appropriate action.
 - 5.2.5 Communicate effectively with relevant government departments, agencies and other conservation NGO's in the KZN Midlands.
 - 5.2.6 Effectively disseminate appropriate information to a large group of conservation-minded people in the KZN Midlands through newsletters and general communications with members via institutional members' designated communications person.
 - 5.2.7 Co-ordinate membership programmes in terms of presentations and other appropriate promotional events.
 - 5.2.8 Effectively engage with the KZN Conservancies Association with a view to improving the effectiveness of the Conservancy movement in KZN as a representative body for a conservancies-based civil society conservation organisation.
 - 5.2.9 To support local conservancy programmes that generate interest and promote active participation by landowners, residents and other interested parties in sound environmental values, sustainable lifestyles, the conservation of indigenous fauna and flora and the protection of the environment in the area.
 - 5.2.10 To promote and encourage public awareness of the problems, concerns and achievements of the broader Conservancy movement.
 - 5.2.11 To promote interest and participation in environmental education.
 - 5.2.12 To associate with, affiliate to, communicate with or exchange information with, any other organisation with similar objectives in order to achieve the above objectives.
 - 5.2.13 To raise funds or to invite and receive contributions to achieve the above objectives.

6 MEMBERSHIP

- 6.1 The membership of the MCF shall consist of Ordinary members (as per 6.2) and Institutional members (6.3).
- 6.2 An Ordinary member shall be a landowner who is a paid-up member (“members”) of a local conservancy that is a paid-up institutional member of the MCF.
- 6.3 An Institutional member shall be a local, constituted conservancy and Institutional membership shall, at the discretion of the Committee, be open to all local conservancies in the geographic area described in 1.5 above who are interested in promoting and furthering the objectives of the MCF.
- 6.4 Application for Institutional membership shall be by means of a written application, or in such form as may be prescribed by the Committee, and shall be accompanied by (i) a declaration stating that the institution’s application has the support of its members and (ii) the subscription fee.
- 6.5 The subscription fee payable to the MCF by its Institutional members shall be determined annually in advance by the Committee.
- 6.6 Subscriptions shall become due and payable on 1 March of each year. Receipted payment thereof constitutes being a paid-up member.
- 6.7 Membership shall lapse or be terminated after due notice to this effect has been given in writing by either party or on failure to pay the subscription fee within three months after due date.
- 6.8 Failure to act in accordance with the provisions of this Constitution will constitute grounds for termination of membership of the MCF.
- 6.9 The power to terminate Institutional membership shall be exercised only after there has been an investigation by the Committee and after representatives of the Institutional member in question have been afforded the opportunity to be heard by the Committee.
- 6.10 Members, office-bearers and committee members shall not become liable for any of the obligations and liabilities of the organisation solely by virtue of their status as members, office-bearers and committee members of the MCF.

7 MANAGEMENT

- 7.1 The entire management of the MCF shall be vested in a Management Committee (“the Committee”) consisting of one representative for each Institutional member, customarily the chairperson but otherwise designated by the respective conservancy committee.
- 7.2 The MCF office-bearers, elected annually at the AGM, shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. Allocation of specific offices shall be done at the office-bearers' first meeting.
- 7.3 The office-bearers, together with such other committee members as the Committee may deem necessary to achieve the objectives of the MCF, shall comprise an Executive Committee (“Exco”) of not less than 4 members who shall be responsible for the day-to-day management of the MCF, provided that all decisions made by Exco are subject to ratification by the Committee at the next Committee meeting.
- 7.4 A quorum for the Executive Committee shall comprise 3 members.
- 7.5 Exco may employ staff for the purpose of fulfilling the objects of the MCF.
- 7.6 Exco may adopt, and thereafter shall manage, monitor and evaluate, relevant projects for the fulfilment of the objectives of the MCF.
- 7.7 No office-bearer or other committee member shall be personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the office-bearer or other committee member is performing functions for or on behalf of the MCF.
- 7.8 The Chairman shall prepare an Annual Report at the end of each financial year (28 Feb),

which shall be tabled for approval at the next Annual General Meeting (to be held before 31 May of each year).

8 POWERS AND DUTIES OF THE COMMITTEE

- 8.1 The Committee shall be entrusted with and shall perform and exercise on behalf of the MCF the following powers and duties:
- 8.2 To make such policies as are necessary for the efficient running of the MCF.
- 8.2.1 To delegate any of its powers to a sub-committee to better achieve the objectives of the MCF, provided that the Committee exercises oversight over the activities of such sub-committee.
- 8.2.2 To co-opt additional persons for specific assistance if circumstances so require.
- 8.2.3 To conclude any transactions on behalf of the MCF.
- 8.2.4 To open, close and operate one or more banking accounts in the name of the MCF, and to draw, accept or endorse, make or execute any bill of exchange, promissory note or other negotiable instrument in connection with the conduct of the affairs of the MCF.
- 8.2.5 To appoint not more than 3 signatories, one of which shall be the Treasurer, to operate the bank account or accounts.
- 8.2.6 To ensure that proper accounts of the MCF funds, its revenue and expenditure, are kept and recorded.
- 8.2.7 To deal generally with property and funds of the MCF for the purpose of attaining the MCF's objectives.

9 FINANCE

- 9.1 All assets of the MCF shall be vested in, controlled and administered by the Committee and no member shall have any claim thereto.
- 9.2 The financial year of the MCF shall end on 28 February annually.
- 9.3 The Treasurer shall deposit all monies belonging to the MCF with a Banking Institution approved in terms of the Banks Act. All withdrawals shall be on the signatures of not less than 2 authorised signatories.
- 9.4 A suitably qualified accounting officer appointed by the Committee annually shall compile the financial statements of the MCF.
- 9.5 The MCF financial statements shall be tabled for approval at the Annual General Meeting following the financial year to which they relate.
- 9.6 No income or assets may be distributed to any member, office-bearer or committee member, except as reasonable compensation on presentation of an invoice/s for services rendered or expenses incurred on behalf of and with the prior consent of the Executive Committee, and the funds and assets of the MCF shall be utilised solely for investment toward achieving the MCF objectives.
- 9.7 Members, office-bearers or committee members have no rights to the property or other assets of the organisation solely by virtue of their being members, office-bearers or committee members.

10 MEETINGS

- 10.1 Annual General Meeting:
- 10.1.1 The Annual General Meeting shall be held annually, not later than 3 months after the financial year-end, i.e. on or before 31 May.
- 10.1.2 Members shall be given not less than 21 days notice of the meeting, together with notice of the agenda and proposals for consideration thereat.
- 10.1.3 The business of the Annual General Meeting shall be:
 - 10.1.3.1 To receive the Chairman's annual report; ~~and~~
 - 10.1.3.2 To receive and, if appropriate, accept the annual financial report; and

10.1.3.3 To discuss any other matters relevant to MCF provided proposal/s have been tabled in this regard.

10.1.4 A quorum shall comprise 40% of the Institutional members.

10.2 Special General Meeting:

10.2.1 A Special General Meeting may be called either by the Committee, or upon receipt of a written request therefore signed by not less than 20% of the Institutional Members.

10.2.2 Members shall be given not less than 14 days notice of the meeting and shall be fully advised of the agenda and the purpose of the meeting.

10.2.3 A quorum shall comprise 40 % of the Institutional members.

10.3 Inquorate meetings

10.3.1 In the event of there not being a quorum present at a given general meeting, that meeting shall be deferred for a period of not less than 7 days. The number of people present at the reconvened meeting shall constitute a quorum.

10.4 Committee Meetings:

10.4.1 The Committee shall meet as and when required, but not less than 4 times per year.

10.4.2 A quorum shall comprise 40% of the Committee members, including not less than two Exco members.

10.5 Minutes:

10.5.1 Minutes shall be kept of the above-mentioned meetings of the MCF and circulated to Institutional members via the accepted channel within two weeks. Minutes shall be formally accepted, with minuted amendments where agreed, and signed at the subsequent meeting.

10.5.2 Institutional members shall be responsible for further distribution of the minutes to their Ordinary members.

10.6 Voting:

10.6.1 The MCF shall strive for decision-making through discussion and consensus.

10.6.2 In the event of a vote being required this will be done on the basis of one vote per Institutional member and, except as provided for in 10.8.2 below, a simple majority shall decide the vote.

10.6.3 Only paid-up members shall be permitted to vote at any meeting.

10.6.4 At any meeting the Chairman shall have both an ordinary vote and, if required, a casting vote.

10.7 Amendment of the Constitution:

10.7.1 Any member, both ordinary or institutional, wishing to propose an amendment to the Constitution shall give written notice thereof to the Secretary one month prior to the Annual or Special General Meeting.

10.7.2 Amendment to the Constitution shall require a two-third's majority of institutional members.

11 DISSOLUTION

The MCF may be wound up by resolution of not less than two-thirds of the Institutional members present and voting at a Special General Meeting called for that purpose. The MCF shall appoint liquidators and shall specify that the assets of the MCF, if any remain after the satisfaction of its debts and liabilities, be transferred to another non-profit organisation with

objectives similar to those of the MCF.

12 INTERPRETATION

In any instance of doubt as to the meaning or interpretation of any of the provisions hereof, the interpretation of the Committee shall be final and binding upon all the members.

13 ADOPTION

The above Constitution was adopted at a meeting of the MCF Committee held on the 12 day of July 2012.

A handwritten signature in cursive script that reads "A. G. Anderson". The signature is written in black ink and is positioned above a horizontal line.

Chairman

A. G. Anderson