

# **WOLWEKRAAL CONSERVATION & RESEARCH ORGANISATION CONSTITUTION**

## **1. PREAMBLE**

The economy and character of Prince Albert area is rapidly changing from a service village for sheep farming to a tourism centre, retirement village and producer of wine and olives. At the same time the number of poor and unemployed people and the need for low cost housing is increasing in the area. Changes in landuse, particularly in the vicinity of the village, include an increase in housing and orchard development, firewood collecting, hunting of small game and birds and collecting of succulent plants on land that was previously used only for small stock grazing.

Wolwekraal Nature Reserve is a Contract Nature Reserve in terms of CapeNature's Stewardship Program. This means that, whilst the land is owned by Sue Dean, there is a condition on the title deed in favour of the Province which has effect that the land is protected in perpetuity as a Provincial Nature Reserve. Wolwekraal Nature Reserve is currently managed by Sue and Richard Dean in collaboration with CapeNature. It conserves 114 ha of Prince Albert Succulent Karoo which is a succulent-rich vegetation type that is not formally conserved in any other protected area. Wolwekraal Nature Reserve also protects two kilometres of the Dorpsrivier corridor, an important habitat for birds, reptiles and mammals. The reserve provides opportunities for research, recreation, environmental education and job creation.

Management of a reserve near an urban area is demanding and costly because of the need to maintain fences and patrol the area regularly. Research on the local natural and cultural history, and on ecological restoration of Karoo rangeland, are needed to support and market conservation and to inform environmental education. This in turn raises general awareness of the need to conserve. Conservation, research and education are Public Benefit Activities best supported by a Non-Profit Organisation (NPO).

## **2. NAME**

The organisation hereby constituted will be called "Wolwekraal Conservation and Research Organisation" ("WCRO").

## **3. LEGAL PERSONALITY**

- 3.1 WCRO is a voluntary association, and a juristic person with perpetual succession (it will continue even if there are different office bearers). It is capable of acquiring and disposing of rights (including the rights to movable and immovable property), of incurring obligations, of entering into legal transactions and of suing and being sued in its own name. The organisation exists separately from its members. The founding document of WCRO is this constitution, adopted by its members.
- 3.2 WCRO is an NPO and any income received by it will be applied solely to achieving its stated public benefit objectives. Nothing in this document will be construed as having the purpose of personal gain for any individual or member.
- 3.3 WCRO is a Public Benefit Organisation and its activities and resources must be exclusively applied in the furtherance of its stated and approved Public Benefit Activity –

the conservation and rehabilitation of the natural environment, including fauna and flora and the biosphere, and the provision of education and training and the encouragement of research in relation thereto.

- 3.4 WCRO has been registered as a Public Benefit Organisation with the South African Revenue Service and meets the requirements of Section 30(3) of the Income Tax Act number 58 of 1962. It has been granted income tax exemption in terms of Section 10(1)(cN) of the Act. WCRO will comply with the provisions of the Act at all times and will inform SARS within 21 days of any change to its registered particulars (representative, change of name, address, trustee details, office bearers, etc. WCRO will render annual income tax returns.
- 3.5 Donations made to or by WCRO are exempt from Donations Tax in terms of Section 56(1)(h) of the Income Tax Act and the exemption from the payment of Estate Duty in terms of Section 4(h) of the Estate Duty Act number 45 of 1955 applies.

#### **4. VISION**

WCRO will contribute to the conservation of habitat, fauna and flora in perpetuity on Wolwekraal Nature Reserve. In so doing it will raise public awareness, provide training and encourage research. Its activities will stimulate and contribute to the sustainable use and conservation of other natural areas in the Prince Albert Municipal area and beyond.

#### **5. MISSION**

WCRO will protect Wolwekraal Nature Reserve by maintaining fences, preventing hunting and the illegal collecting of wood and rare plants, repairing erosion, removing invasive alien plants, and opposing any threats to the reserve that may come from outside its boundaries. It will provide opportunities for environmental education, training, recreational nature walks and funding and mentorship of ecological restoration and biodiversity research. These activities will contribute to knowledge and public awareness that will in the long term lead to support for conservation and to better land management

#### **6. CORE VALUES AND PRINCIPLES**

The core values and principles of WCRO are as follows:

- 6.1 Sustainable use of natural resources.
- 6.2 Protection of habitats and species for their intrinsic value and as providers of ecosystem services.
- 6.3 Collaboration with CapeNature.
- 6.4 Collaboration with Gouritz Cluster Biosphere Reserve.
- 6.5 Good relationships with neighbours, the local municipality and the community.
- 6.6 Promotion of conservation through effective communication.
- 6.7 Promotion of conservation through environmental education.
- 6.8 Promotion of conservation and restoration through knowledge gained by research.
- 6.9 Knowledge sharing and collaboration with other conservation organizations.

## **7. AREA OF OPERATION**

WCRO will conduct its activities within the municipal boundaries of Prince Albert. Although WCRO will serve primarily the residents of the Prince Albert area, it will provide training and research opportunities in Prince Albert, for learners and students from any province or nation. It will collect contributions globally.

## **8. MEMBERSHIP**

The initial members of WCRO will be the 5 office bearers who comprise its commencing Executive Committee (the “Exco”). The Exco may invite further individuals to be members, selected to contribute to the implementation of the objectives of WCRO.

Members will be required to attend the Annual General Meeting of WCRO and will have one vote per member at meetings.

The members will have no liability in relation to any of the obligations or liabilities of WCRO, and no claim on any of its assets or revenues.

## **9. OBJECTIVES**

The organisation’s main objectives are to:

- 9.1 Conserve the natural and cultural environment of Wolwekraal Nature Reserve through maintenance of the infrastructure and security of the protected area.
- 9.2 Provide internship and other training opportunities for students to document and research ecological, archaeological and historical aspects of the Wolwekraal Nature Reserve and the Prince Albert Municipal area.
- 9.3 Identify, support and mentor research on biodiversity and ecological restoration in the Nama and Succulent Karoo.
- 9.4 Provide environmental and natural history education for the public and for schools.
- 9.5 Transfer and develop skills in natural history within the local community.
- 9.6 Raise funds for its activities and manage these funds to achieve its objectives.
- 9.7 Work in collaboration with other organisations and government to identify and assist in the conservation of other natural and cultural environments in the Prince Albert Municipal area.
- 9.8 Provide access to information pertaining to its activities and management through regular open and transparent communication.

## **10 INCOME AND PROPERTY**

- 10.1. WCRO will keep a record of everything it owns.
- 10.2. WCRO may receive donations. However, it may not receive donations that may be recalled by the donor, except where WCRO fails to abide by the conditions of the donation. WCRO may not receive donations that impose conditions on it that will entitle the donor or a connected person to obtain direct or indirect benefit from the application of

the donation, unless the donor is a Public Benefit Organisation or an entity exempt from income tax and it is carrying on a Public Benefit Activity.

- 10.3. WCRO income will be exclusively applied in the furtherance of its public benefit activities. No activity of WCRO may directly or indirectly promote the economic self-interest of any fiduciary or employee of WCRO. It may not give any of its money or property to its members or office bearers, except where it pays for work that a member or office bearer has done for the organisation. Such payment must be a reasonable amount for the work that has been done, provided that the remuneration is not excessive and the remuneration does not benefit any person in a manner inconsistent with the objects of WCRO.
- 10.4. Members or office bearers of WCRO do not have rights over things that belong to WCRO and do not have the right to take any documentation out of the offices of WCRO.

## **11. THE EXECUTIVE COMMITTEE**

- 11.1 The Exco of WCRO will meet on a three monthly basis, and members of the Exco will be given at least 14 days notice of a meeting, unless they all agree to shorter notice. The quorum for a meeting will be half of the members of the Exco. If a vote is requested, it will be by a show of hands, or in the case of sensitive issues, by ballot paper. If the votes on an issue are equal for and against, the Chairperson will have a casting vote.
- 11.2 The Exco will be made up of not less than 5 members and not more than 8 members, including a Chairperson, Vice Chairperson, Secretary/ Treasurer, a person from CapeNature, and 1 additional member. They will be the office bearers of WCRO and accept fiduciary responsibility for the organisation. Three (3) members of the Exco nominated for the purpose will be responsible for managing the funds of WCRO. At least three members of the Exco must be unconnected to one another.
- 11.3 The members of Exco will be there in their personal capacities.
- 11.4 The Exco members are re-elected by the members of WCRO annually at its AGM and may serve for as long as they are fit and able and willing to do so.
- 11.5 If a member of the Exco does not attend three consecutive Exco meetings without valid reason, or resigns or becomes unfit and /or incapable of acting as such, then the Exco will appoint a new office bearer to take that person's place, and the appointment will extend until the next AGM of WCRO.
- 11.6 The Exco will manage WCRO and be responsible for the implementation of policy formulated at the AGMs of WCRO. The Exco may delegate its responsibility to any member, employee or sub-committee as it deems fit.
- 11.7 The Chairperson will convene meetings of the Exco. In his or her absence the meeting will be chaired by the Vice-Chairperson, or the Exco members present may choose one of them to chair the meeting.
- 11.8 Minutes will be taken by the Secretary/Treasurer at every meeting to record the Exco decisions. The minutes of each meeting will be made available to Exco members not more than 21 days after the meeting. The minutes will be confirmed as a true record of proceedings at the next meeting of the Exco and will thereafter be signed by the Chairperson and Secretary. Minutes of all meetings must be kept safely and must always be available for members to consult.
- 11.9 The Exco has the right to form sub-committees of the Exco, of at least 3 people. The decisions that sub-committees make must be given to the Exco for ratification at its next meeting.

- 11.10 The Exco may co-opt individuals to the Exco for the purposes of assisting on particular tasks. Such co-opted members will not be entitled to vote.
- 11.11 All members of WCRO are required to abide by decisions that are taken by the Exco.

## **12. GENERAL MEETINGS**

- 12.1 The AGM of WCRO must be held once every year, not later than three 3 months after the end of the financial year (the end of February), on 21 days notice of the meeting. The AGM is the highest decision-making body of WCRO.
- 12.2 Election of the office bearers will take place every year.
- 12.3 All members of WCRO will attend the AGM, unless they have sound reason for doing so. Each member will have one vote.
- 12.4 The WCRO will deal with the following matters, amongst others, at its AGM:
  - 12.4.1 Attendance and apologies.
  - 12.4.2 Agreement of the agenda for the meeting.
  - 12.4.3 Adoption of the minutes of the last AGM and any interim General Meetings.
  - 12.4.4 Chairperson's report.
  - 12.4.5 Operations report.
  - 12.4.6 Treasurers report.
  - 12.4.7 Policy issues.
  - 12.4.8 Approval of the annual financial statements
  - 12.4.9 Appointment of the accountant, if any.
  - 12.4.10 Amendments to the constitution, if any.
  - 12.4.11 Election of office bearers for the year.
  - 12.4.12 General.
- 12.5 General Meetings of members may be held at any stage at the request of three or more members, also on 21 days notice.

## **13 QUORUMS**

All meetings of the members of WCRO shall be quorate if half of eligible members are present at the meeting. If a quorum is not available, the Secretary may reconvene the meeting on another date and give 21 days notice to members of that meeting. The reconvened meeting may proceed to transact business even if the requisite quorum is not present.

## **14 GENERAL ADMINISTRATIVE AND INVESTMENT POWERS OF THE EXECUTIVE COMMITTEE**

The Exco may take on the power and authority that it believes it needs to achieve its objectives stated in this constitution. Its activities must abide by the law. In particular, it has the power to:

- 14.1 Employ, discipline and dismiss staff, and hire professional and other services.
- 14.2 Institute legal or arbitration proceedings and settle any claims made by or against WCRO.
- 14.3 Open and operate accounts with banks.
- 14.4 Make and vary investments and re-invest the proceeds of such investments.
- 14.5 Apply to donors to fund the objectives of WCRO.

- 14.6 Accept donations made to WCRO and retain them in the form in which they are received, or sell them and re-invest the proceeds in movable or immovable property and in tangible and intangible assets of whatever nature. Receipts for donations will be given, in the format prescribed by the Income Tax Act.
- 14.7 Purchase or acquire property and assets.
- 14.8 Maintain, manage, develop, exchange, lease, sell or in any way deal with the property and assets of WCRO.
- 14.9 Donate and transfer the property and assets of WCRO to Public Benefit Organisations with the same or similar objectives and the same exemptions from taxes and duties as WCRO.
- 14.10 Borrow money and use the property or assets of WCRO as security for borrowing.
- 14.11 Work in collaboration with other organisations and amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties as WCRO.
- 14.12 Exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
- 14.13 Formulate procedures for proper management, including procedures for the application, approval and termination of membership.
- 14.14 Maintain proper books of account and retain and preserve such books of account, records and other documents for a period of at least four years.

## **15 FINANCE**

- 15.1 An accountant or external financial officer will be appointed at the AGM. His or her duty is to carry out a compilation of the WCRO records to ensure that they are fairly recorded and maintained.  
The WCRO may request an audit by an external auditor at any stage should they require the service.
- 15.2 The Secretary/Treasurer will manage the day-to-day finances of WCRO in accordance with its financial policies, and will arrange for all funds to be put into a bank account in the name of WCRO.
- 15.3 Whenever funds are withdrawn or transferred from the bank account, the transaction is to be authorised by the Vice Chairperson, the Secretary/Treasurer and one other Exco member.
- 15.4 The financial year will be from 01 March to 28/29 February.
- 15.5 The annual financial statements and reports must be ready and handed to the Director of Non Profit Organizations and any donor requesting them within 3 months of the financial year end. The annual financial statements and reports must be retained for at least five years.
- 15.6 If the WCRO has funds that can be invested, the funds may only be invested with a registered financial institution.
- 15.7 The funds of WCRO may only be used to implement the objectives of the organisation.
- 15.8 WCRO may not distribute its funds directly or indirectly to any person, unless this occurs in undertaking a Public Benefit Activity.

## **16 AMENDMENTS TO THE CONSTITUTION**

- 16.1 The Constitution may be amended by a resolution agreed upon by not less than two thirds of the members of WCRO who are present and voting at an AGM or a special General Meeting. Members must vote to amend the constitution.
- 16.2 A written notice must go out not less than 14 days before the meeting at which amendments to the constitution are going to be proposed, indicating the proposed amendments to be discussed at the meeting.
- 16.3 No amendments may be made which would have the effect of causing WCRO to cease to exist.
- 16.4 All amendments must be submitted to SARS.

## **17 DISSOLUTION**

- 17.1 WCRO may be dissolved by resolution of at least two thirds of the members present at a special General Meeting of members convened for the purpose of considering the dissolution.
- 17.2 If the organization closes down it has to pay off all of its debts. After doing this, surplus property or money may not be paid to or given to any members of WCRO, but will be given to a registered nature conservation organization which has similar objectives to those of WCRO and which is a Public Benefit Organisation, agreed upon by not less the two thirds of the registered members.

THIS AMENDED CONSTITUTION WAS APPROVED AND ACCEPTED BY THE UNDERSIGNED MEMBERS OF WOLWEKRAAL CONSERVATION AND RESEARCH ORGANIZATION, AT PRINCE ALBERT ON THE 01<sup>st</sup> OF SEPTEMBER 2023.