

# HARTBEESPOORT ANIMAL WELFARE SOCIETY

## CONSTITUTION

### 1. DEFINITIONS

“A.G.M.”	is the abbreviation for Annual General Meeting
“Annual General Meeting”	means the Annual General Meeting of the Society, held for the purpose of electing the Committee
“Committee”	means the duly elected Management Committee of the Society
“Committee Member”	means an elected or co-opted member of the Management Committee
“Employee”	means a person employed under contract or as a casual worker by the Society, who receives remuneration for work performed other than reimbursement of expenses incurred on behalf of the Society.
“General Meeting”	means either an A.G.M. or S.G.M.
“H.A.W.S.”	is the abbreviated name of the Society
“Madibeng”	means the Municipality of Madibeng as of 06 Sep. 2006.
MANCO	is the abbreviation for Management Committee of the Society
“Member”	means an enrolled Member of the Society in good standing of the Society
“Junior Member”	Means an enrolled Member of the Society in good standing of the Society, under 18 years of age
“NPO Act”	means the Non-Profit Organisations Act of the Republic of South Africa, No. 71 of 1997.
“S.G.M.”	is the abbreviation for Special General Meeting
“the Society”	means Hartbeespoort Animal Welfare Society, as defined by this Constitution
“Special General Meeting”	means a meeting of the Members of the Society (other than the Annual General Meeting), convened under the provisions of this Constitution
“Volunteer”	means a Member voluntarily performing duties on behalf of the Society, who does not receive remuneration other than reimbursement of expenses.

### 2. OBJECTIVES AND AREA OF OPERATIONS

The Society exists to promote animal welfare and prevent animal cruelty within the boundaries of Madibeng, for which purpose funds may be raised locally, nationally or internationally. The Society endeavours to:-

- 2.1. Provide a safe haven for lost, stray, abused or neglected animals, or to refer such animals to another appropriate organisation.
- 2.2. Find new homes for such animals where they can receive quality care.
- 2.3. Provide inspections of premises where animal abuse or neglect has been reported. Where appropriate, Inspectors may issue advice and/or warnings to the person(s) responsible for the welfare of animals under their control, and, where necessary, put into motion the confiscation of abused or neglected animals.
- 2.4. Promote the correct and humane care, nutrition, treatment, training and handling of animals, in accordance with good animal welfare standards.
- 2.5. Educate and inform Society Members and the general public on animal welfare issues.
- 2.6. Co-operate with other Societies or Associations with similar objectives to achieve our common aims.
- 2.7. Pursue such other lawful aims in the field of Animal Welfare as may be determined by the Committee on a day-to-day basis.

### 3. LEGAL

#### 3.1. The Society shall be authorised to:

- Exist as a legal persona, able to sue and be sued, independent of its Members, Employees and Committee Members.
- Continue in existence notwithstanding changes in its Members, Employees and Committee Members.
- Elect a Management Committee as defined in this Constitution at an Annual General Meeting of the Society, or a Special General Meeting convened for the purpose of choosing a new Committee.
- Raise funds in accordance with relevant legislation, including (but not limited to) soliciting donations, bequests, grants and bursaries from private individuals, corporate entities and government bodies.
- Maintain one or more bank accounts or other investments in the name of the Society, for the management of the Society's funds.
- Purchase, hold and dispose of assets required to achieve its objectives, as determined by the Committee.
- Enter into contractual relationships with private individuals, corporate entities and government bodies.
- Employ persons of good character (under contract or as casual labour) to carry out lawful duties related to the Society's objectives.
- Recruit persons of good character from its enrolled Members to work as Volunteers for fundraising, animal care, or other lawful purpose as determined by the Committee.
- Apply for any applicable benefits or exemptions provided by legislation.
- Pursue its objectives and perform all actions necessary and exercise all competencies reasonably necessary to pursue and/or achieve such objectives.
- Enforce and protect its constitution and the Members' Code of Conduct promulgated in terms thereof.
- Amend, amplify or modify the Society's Constitution as and when the need arises after consultation and acceptance by a majority of members in good standing at a duly advertised general meeting.
- Disband the Society if a majority constituting at least 75% of the members of the Society in good standing supports such a decision.
- On disbandment of the Society for whatever reason make over, donate or transfer all assets, including but not limited to fixed property, investments, cash and equipment to a society with similar objectives as that of the Society.
- Expel and/or otherwise discipline Members and to make rules for the admission or refusal of admission of members of the public.
- Hold meetings and to rule on the conduct of such meetings.

3.2. For the abovementioned legal purposes, elected Committee Members are entitled to represent the Society in accordance with a resolution by the committee. Members and Employees or any member of the public may not describe themselves as representatives of the Society, or enter into legal agreements on behalf of the Society, unless the Committee has authorised them in writing to do so.

3.3. The Society undertakes to act lawfully at all times and Members undertake to act lawfully when carrying out duties on behalf of the Society.

3.4. The Society's legal liability is limited to its own funds and assets, and does not extend to the private funds and assets of its Members, Employees and Committee Members.

3.5. The income and property of the Society will be used solely to promote its objectives as stated in this Constitution, and may not be transferred or distributed to Members except in direct remuneration for legitimate expenses incurred by a Member on behalf of the Society, salary payable to members in terms of an employment agreement or *ex gratia* payment made to a member, subject thereto that the payment of such expenses, salary or *ex gratia* payment shall be authorised in advance by the Committee.

3.6. The Committee, in consultation with the Members, shall promulgate a Member's Code of Conduct (which shall be referred to as the "Members' Code of Conduct" or "Code of Conduct"), which Members' Code of Conduct may, within the discretion of the Committee, from time to time be amended. The Code of Conduct shall detail legal and ethical responsibilities of Members and Committee Members. Members, as well as Committee Members, shall comply with the terms of the Members' Code of Conduct and the Committee shall be entitled to enforce the Code of Conduct.

#### 4. MEMBERSHIP

- 4.1. The Society has one category of paid Members, known as Full Members and one category for Junior Members (who do not have voting rights). Additional types of Membership may be authorised by the Committee from time to time. The Committee will, at its discretion, decide which categories of Members will have voting rights.
- 4.2. Members of the Society are required to complete and sign a Membership Application Form and Indemnity.
- 4.3. All membership applications must be approved by the Secretary of the Society. Appeals against a rejected application, or objections to a successful application, may be considered by the Committee at its discretion, and if necessary determined by a majority vote. The Committee's decision is final and no further appeals will be considered.
- 4.4. Membership applications may not be approved in the 30 days immediately before the Annual General Meeting or a Special General Meeting. Applications received during this period will be held as pending until after the General Meeting.
- 4.5. The Committee reserves the right to terminate or discipline a membership at its discretion, or take other appropriate measures in terms of the Members' Code of Conduct for reasons including (but not limited to):
  - Illegal activity of any sort.
  - Bringing the name of the Society into disrepute.
  - Failure to comply with the Constitution of the Society or to comply with any Members' Code of Conduct promulgated in terms thereof
  - Financial misconduct.
  - Claiming to represent the Society without authority to do so.
- 4.6. The Committee shall have the right to suspend a membership at its discretion, pending a decision on whether to terminate membership. Suspended Members are not entitled to vote at General Meetings or to carry out duties on behalf of the Society.
- 4.7. Rights of Members:
  - Members have the right to attend the Annual General Meeting and any Special General Meetings.
  - Members have the right to elect the Committee at the Annual General Meeting or at a Special General Meeting convened for the purpose of choosing a new Committee, the right to be nominated for election to the Committee, and the right to nominate other Members for election to the Committee.
  - Members have the right to vote on resolutions tabled at the Annual General Meeting or at a Special General Meeting, and to propose or second such resolutions.
  - Members have the right to propose or second a motion by proxy and to vote by proxy at the Annual General Meeting or at a Special General Meeting.
  - Members have the right to advertise free of charge in the Lost Pets section of the HAWS website.
  - At fundraising functions, there will be certain prizes for Members only.
  - Other rights and benefits as defined and amended by the Committee from time to time.
- 4.8. Duties of Members:
  - To pay such annual membership fees as may be determined by the Committee.
  - To comply with the Constitution and the Members' Code of Conduct.
  - To act at all times in the interests of the Society, promoting its aims and objectives and conducting oneself in a manner conducive to good and positive relations within the Society and the community it serves.
  - To act lawfully at all times when undertaking duties on behalf of the Society, and to not claim to represent the Society unless authorised by the Committee to do so.

## 5. MANAGEMENT COMMITTEE

- 5.1. The Committee will be elected at the Annual General Meeting or a Special General Meeting convened for the purpose of choosing a new Committee, according to the voting procedures described elsewhere in the Constitution.
- 5.2. Persons nominated for election must be Full Members in Good Standing. Previous Committee Members may be nominated for re-election as per 5.5.8.
- 5.3. In the event of the resignation of a Committee Member, the Committee may choose to (a) co-opt a Member of the Society onto the Committee as a replacement, or (b) allow the position to remain vacant until the next Annual General Meeting (provided that this does not leave the Committee with fewer than four (4) members).
- 5.4. The maximum number of committee members should not exceed nine (9) people and must include a Chairperson, a Treasurer, a Secretary, preferably a Fundraiser and possibly a Kennel Manager, as well as ordinary members, for whom portfolios may be assigned at the discretion of the elected Committee. If the Kennel Manager is an employee of HAWS, the viability of having the Kennel Manager as a Committee Member should be reviewed annually at the Annual General Meeting and a decision made by the Committee Members and the Members of the Society present at that meeting.
- 5.5. The Committee must maintain a written description of the duties of each bearer which should be addressed annually. Other positions may be assigned at the discretion of the committee. Responsibility for the functions of Fundraiser, Media/Public Relations and Kennel Management will be allocated by the committee as required.
- 5.6. The Committee may at its discretion form a Management Committee and various Sub Committees, including other Members of the Society to carry out such duties, as it deems necessary.
- 5.7. A Committee Member's term of office runs from the end of the General Meeting at which they were elected, or from the time that they were co-opted onto the Committee, until the end of the next General Meeting at which a new Committee is elected. Committee Members may be removed from office by either -
  - a two-thirds ( $\frac{2}{3}$ ) majority vote of the other Committee Members.
  - a two-thirds ( $\frac{2}{3}$ ) majority vote of those Members of the Society present at a Special General Meeting.
- 5.8. The term of office of any bearer should not exceed two years, unless failure to do so will materially affect the operation of the Society.
- 5.9. The outgoing Chairperson should remain on the committee if at all possible, in an ex-officio capacity for a period of one year.

## 6. GENERAL MEETINGS

- 6.1. The Annual General Meeting (A.G.M.) will be held each year not more than ninety (90) days after the Society's financial year end, and not more than fourteen (14) calendar months after the previous Annual General Meeting. The A.G.M. agenda must include a Chairperson's Report on the previous year's activities, and the election of a new Committee.
- 6.2. The A.G.M. must be held at a public venue in the Madibeng area and advertised in the local media at least twenty-one (21) days before the date of the meeting. A minimum of 20 Members or 20% of the fully paid-up Members must attend to form a quorum.
- 6.3. A Special General Meeting (S.G.M.) may be called by either (a) a majority vote of the elected Committee or (b) a letter signed by at least eight (8) Full Members in good standing of the Society. A minimum of 20 Members or 20% of the fully paid-up Members must attend to form a quorum.
- 6.4. The S.G.M. must be held at a public venue in the Madibeng area and advertised in the local media at least twenty-one (21) days before the date of the meeting, such advertisement to include the purpose(s) of the meeting.
- 6.5. Should a quorum for either an A.G.M. or S.G.M. not be achieved, the meeting must stand down for seven (7) days to the same day the following week, the same time and same venue (unless that day is a public holiday in which case the meeting stands down to the following day that is not a public holiday. All persons attending would then form a quorum notwithstanding that they otherwise would not have done so.
- 6.6. Where possible all Members should be notified of an A.G.M. or S.G.M. by e-mail or by SMS.
- 6.7. The Chairperson of the Society will act as Chairperson at all General Meetings, unless indisposed or unavailable, in which case he/she will nominate an appropriate chair for the meeting.
- 6.8. Persons who are not Full Members of the Society in terms of the constitution may be invited to attend General Meetings as observers at the discretion of the Committee. They may be invited to address the meeting at the discretion of the person chairing. They may be requested to leave the meeting by the person chairing if their presence is deemed to be disruptive. Members of the public may not vote at General Meetings unless they are Full Members of the Society.
- 6.9. Voting on all resolutions and for the election of the Committee will be conducted by a show of hands or by secret ballot at the discretion of the Chairperson of the Society. All resolutions must be supported by a simple majority of Members present in order to pass. In the event of a tied vote on a resolution the Chairperson of the Society has the casting vote.
- 6.10. The elected Management Committee must consist of a minimum of four (4) persons and a maximum of nine (9). In the event of fewer than four (4) persons being nominated for election, an emergency resolution to either (a) amend this Constitution to allow for a Committee of less than four (4) persons, or (b) to dissolve the Society; must be debated and voted upon.
- 6.11. If the number of persons nominated and seconded is between four (4) and nine (9) inclusive, all persons nominated will be considered elected *nem con* without the need for a vote. If the number of persons nominated and seconded is greater than nine (9), a vote must be held and the nine (9) persons with the highest number of votes will be elected. In the case of a tie the Chairperson of the Society will cast the deciding vote.
- 6.12. The Chairperson may within his sole discretion direct procedure at all meetings where he presides, subject thereto that he shall at all times act fairly and impartially. This shall not derogate from the Chairperson's right at any time to invoke common law meeting procedure, to rule that such procedure shall apply to a meeting or meetings and to enforce compliance with such rulings. The Chairperson shall at all times be entitled and obliged to take appropriate measures to ensure orderly and civil conduct of meetings and to require any attendee that does not comply with his ruling to leave the meeting.
- 6.13. The Secretary of the Society or a substitute will take Minutes at all General Meetings, including a record of voting numbers. Such Minutes will be kept on record and made available to Members of the Society on request, and to other persons at the discretion of the Committee, not more than thirty (30) days after the General Meeting.

## **7. MANAGEMENT COMMITTEE MEETINGS**

- 7.1. Meetings of the Management Committee will be held at the Committee's discretion, with the proviso that such meetings will be held at a minimum of approximately once every two months.
- 7.2. Committee Meetings will normally be scheduled by the Committee at the end of the previous meeting. Additionally, any three (3) Committee Members may call a Committee Meeting on an emergency basis, provided that all other Committee Members are given at least 48 hours written notice of such a meeting.
- 7.3. At least three (3) Committee Members must attend a Committee Meeting to form a quorum. Should a quorum not be achieved, the meeting must stand down for three (3) days at the same time and same venue, unless that day is a Sunday or public holiday.
- 7.4. The Chairperson of the Society will act as Chairperson at all Committee Meetings, unless indisposed or unavailable, in which case he/she will nominate another Committee Member to chair the meeting.
- 7.5. Members of the Society (including Honorary Members) may be invited to attend Committee Meetings as observers at the discretion of the Committee. They may be invited to address the meeting at the discretion of the person chairing. They may be requested to leave the meeting by the person chairing if their presence is deemed to be disruptive. Members of the Society (other than Committee Members) may not vote at Committee Meetings.
- 7.6. All votes at Committee Meetings will be held by show of hands, with a simple majority required to pass a resolution. In the event of a tied vote the Chairperson of the Society has the casting vote.
- 7.7. The Secretary of the Society or a substitute will take Minutes at all Committee Meetings, including a record of voting numbers. Such Minutes will be kept on record and made available to Members of the Society on request, and to other persons at the discretion of the Committee, not more than thirty (30) days after the Committee Meeting.
- 7.8. Any Committee Member who is absent from three consecutive Committee Meetings for whatever reason will be required to tender to the Committee reasons for absence and, if the Committee deem it appropriate, that person's tenure on the Committee will be terminated with effect from the date of the Committee decision.

## **8. DISSOLUTION OF THE SOCIETY**

- 8.1. The Society will exist until one or more of the following conditions is met:-
  - a. the Society is in a situation of financial bankruptcy with no prospect of meeting its debts.
  - b. fewer than four (4) persons are willing to serve as Committee Members (unless Members vote to amend this provision at the A.G.M.).
  - c. a majority of 75% of Members, at an A.G.M. or S.G.M. properly convened for the purpose, vote to dissolve the Society.
- 8.2. In the event of dissolution, all net assets of the Society will become the property of the Director – Non Profit Organisations, unless a majority of Members at an A.G.M. or S.G.M. convened to dissolve the Society vote for these assets to be donated to another organisation with similar aims to H.A.W.S.

**9. CONSTITUTIONAL AMENDMENTS/INTERPRETATION**

9.1. This Constitution may be amended by a majority vote of seventy-five% (75%) of Members present at an A.G.M. or at a S.G.M. properly convened for the purpose, or a vote by proxy. Public notice of such a meeting must include the information that a vote to amend the Constitution will be held.

We, the elected Management Committee of Hartbeespoort Animal Welfare Society, certify that this Constitution was adopted by majority vote at a duly convened Annual General Meeting of the Society held at

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On

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<b>POSITION</b>	<b>NAME</b>	<b>SIGNATURE</b>
Chairperson	Natliegh Strydom	
Kennel Manager	Angela Voyatzakis	
Secretary	Margaret Rushton	