



# HERMANUS ANIMAL WELFARE SOCIETY

## **CONSTITUTION**

(1996, amended 12 September 2013)

### **1. Name and area of Operation**

- a. The name of the Society shall be The Hermanus Animal Welfare Society.
- b. Appeals for the purpose of fundraising activities, as prescribed by the Fund-Raising Act No. 78 of 1998 and any subsequent amendments may be made to the public by any honest and suitable means in the area generally known as Greater Hermanus, ie. from Voelklip to Fisherhaven.

### **2. Objectives**

- a. To promote animal welfare and prevent cruelty and improper treatment of animals.
- b. To educate people in the care of animals, encouraging kindness and consideration to all animals, specifically amongst the younger generation.
- c. To erect and maintain animal homes, hospitals and similar projects for the benefit of the animals.
- d. To establish such separate committees as may be necessary to fulfil the objectives of the Society.
- e. To affiliate or join with other societies in Southern Africa having the same or similar objectives and who are registered under the terms of the Fund Raising Act, 1998, with its subsequent amendments.
- f. Should the services of a fund-raiser be used for the collection of contributions, the expenses (remuneration and/or commission included) will be decided by the Managing Committee (hereafter called the Committee at the time of appointment, but may not exceed 40% of the total turnover of the collection.

- g. To implement all or any of the abovementioned objectives by any lawful means.

### **3. Powers of the Society**

In order to fulfil the objectives as laid down in Section 2, the Society is empowered to:

- a. Acquire funds for the purpose of the Society by means of subscriptions, donations, grants, bequests and any other lawful means.
- b. Utilise its funds or any part thereof in any manner necessary or expedient to properly conduct the function of the Society and its constitution.
- c. To do what is required for the proper and businesslike conduct of the affairs of the Society and the control thereof.

### **4. Membership**

- a. Membership shall be open to any members of the public, provided that the Committee can refuse at its sole discretion any person who is seen as undesirable.
- b. The following shall be the categories of membership. These categories may be amended or cancelled at the discretion of the committee:
  - i. Adult members – persons who pay the applicable annual subscription.
  - ii. Junior members – persons under the age of 18 who pay the applicable annual subscription.
  - iii. Corporate Members – companies or other bodies, who pay the applicable annual subscription. They may nominate (in writing) a person to represent them. The assigned nominee shall be subject to the same conditions as any adult member.
  - iv. Honorary members – persons or institutions who merit such recognition and are invited by the committee to become honorary members. Such members are not required to pay any subscription but are entitled to the same rights and privileges as an adult member.
- c. Membership Fees will be set each year by the Committee and advised to members at the AGM.

- d. All subscriptions become due on 1 April each year. Members who have not renewed their subscriptions, or new members who have not joined, by 30 June will not be entitled to vote at a general meeting of the Society.
- e. All categories of members, except junior members, can attend, speak and vote at the General Meetings of the Society and will be eligible for election as officers/members of the Committee.
- f. Paid employees of the Society may be invited by the Committee to attend a committee meeting or meetings in an advisory capacity, but will have no voting rights.
- g. No member of the Committee may, directly or indirectly, have any interest in or benefit from contracts the Society may conclude with any company.
- h. The Committee may expel or suspend any member who has in its opinion, been guilty of actions prejudicial to the Society. The member may appeal to the Committee against this decision in writing. If not settled to both parties' satisfaction, then the matter will be placed on the agenda of the next AGM. During this period all voting rights of the member are suspended.
- i. The liability of members is limited to any amount which they may owe to the Society.
- j. Should there be any dispute or disagreement within the Society which cannot be solved by the Committee, then the matter shall be referred to an independent arbitrator agreed upon by both parties. The parties shall be bound by the arbitrator's decision.
- k. All members are deemed to be aware of and to be bound by this Constitution and any amendments thereto.

## **5. Annual General Meeting**

- a. The Annual General Meeting of members shall be called by the Committee within six months after the end of the financial year. At least fourteen days notice shall be given by means of an advertisement in at least one issue of a newspaper distributed in the Society's area of operations and/or may be sent to members by electronic or other means. The non-receipt of such notice by any member shall not invalidate the proceedings at the meeting.
- b. The Annual General Meeting shall deal with the following matters:
  - i. To adopt the minutes of the previous Annual General Meeting;

- ii. To approve the annual report by the chairperson for the past year;
- iii. To approve the audited financial statements for the past year;
- iv. To elect the members of the Committee;
- v. To appoint an auditor who may not be a member of the Committee;
- vi. To deal with any other business within the competence of the meeting.

## 6. **Special General Meeting**

- a. A Special General Meeting may be called by the Committee at any time.
- b. If at least fifteen members request a Special General Meeting in writing, stating the business to be considered, the Committee shall call such a meeting.
- c. The notice calling a Special General Meeting must state the business for which the meeting is called. No other business may be dealt with at the meeting. At least twenty-one days notice shall be given in the manner prescribed for an Annual General Meeting.

## 7. **Quorum**

- a. 10 members shall constitute a quorum at any general meeting, except at a general meeting called in terms of 6b above, where the quorum shall be 15.
- b. If a quorum is not present within 30 minutes of the advertised starting time for a general meeting requested by members, the meeting shall be dissolved. In any other case it will be adjourned, without further notice, to the same day in the next week, at the same time and place or, if the day is a public holiday, to the next working day thereafter. If, at the adjourned meeting, a quorum is not present within 30 minutes from the starting time, the members present shall be a quorum.

## 8. **Voting**

- a. Each member entitled to vote at any meeting shall have 1 vote.
- b. At any general meeting voting shall be by a show of hands unless a poll is demanded, when it shall be taken in a manner and at a time determined by the chairperson of the meeting.
- c. When a ballot is necessary, 2 scrutinizer's shall be elected by the members present.
- d. No member shall be entitled to vote by proxy.
- e. Any member in arrear with any payment due to the Society shall be disqualified from voting.
- f. Except where otherwise stated, all decisions shall require a majority vote. In the event of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

## 9. **Management**

- a. Control of the affairs of the Society and all related matters shall be in the hands of the Committee which shall consist of not less than 5 and not more than 11 members who shall be elected at the Annual General Meeting.
- b. The quorum for any meeting of the Committee shall be half plus 1.
- c. Three members of the Committee shall retire in each year but shall be eligible for re-election. The members to retire are those who have been on the Committee the longest. Nominations for vacancies on the committee shall be submitted in writing to the Secretary not later than a week prior to the AGM.
- d. The Committee shall meet at least 6 times during each calendar year at intervals of not more than 3 months, on dates fixed by the Committee. Decisions of any sub-committee must be submitted to the Committee at the next meeting for approval.
- e. A member of the Committee who is absent without the permission of the Committee from 3 consecutive meetings of the Committee shall cease to be a member thereof. Leave of absence may be granted to a committee member by the Committee.
- f. The Committee may fill by co-option any vacancy among its members elected in terms of 9a. above. Any such co-opted member shall retire from the Committee at the next Annual General Meeting but shall be eligible for re-election.

- g. As soon as practical after the election of the Committee, the members of that Committee shall from among themselves elect a Chairperson and Vice-Chairperson and may appoint a Treasurer, Secretary and any other relevant office bearer. All office bearers shall hold office until the next Annual General Meeting unless removed by a two-thirds majority of those voting at a meeting of the Committee.
- h. If the Chairperson and the Vice-Chairperson are not present at the starting time at any meeting, the members of the Committee present shall elect a member from among themselves to act as Chairperson of the meeting.
- i. The Secretary shall give each member of the Committee not less than 4 days notice of all ordinary meetings of the Committee.
- j. The Committee may appoint any sub-committees it considers necessary for the better carrying out of its functions and may determine the powers and duties of such sub-committees.
- k. The Committee or any sub-committee appointed by it may meet and adjourn as required. Decisions required at any meeting shall be determined by a majority of the votes of the members present and in the case of an equality of votes, the Chairperson shall have a second or casting vote.

#### 10. **Powers of the Committee**

The Committee may:

- a. Appoint and remove or suspend such attorneys, agents, staff and officers as is appropriate and determine their duties and their salaries and other payments (if any).
- b. Appoint one or more trustees (who need not be members of the Society) to take charge and administer any funds or assets of the Society and determine the condition of such appointment and to terminate it.
- c. Conduct any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Society.
- d. Refer any claim or demand by or against the Society to arbitration.
- e. Funds available for investment may be invested only with registered financial institutions as defined in section 1 of the Financial Institutions (Protection of Funds) Act 2001 or in the acquisition of securities listed

on a licensed stock exchange as defined in the Stock Exchanges Control Act 1985.

- f. Acquire by purchase, donation, lease, exchange or by other legal means any immovable property, to construct any buildings or structures considered necessary for the achievement of the Society's objectives or for any related purpose and to sell or otherwise dispose of any such property.
- g. Borrow money to further its objectives, mortgage any property owned by the Society and perform any acts necessary to give effective security for the repayment of such loans.
- h. Open one or more banking accounts in the name of the Society and operate upon the same, provided that cheques and other negotiable instruments shall be signed by not less than 2 members of the Committee, duly authorized thereto by the Committee.
- i. Make, alter or rescind regulations and rules for the efficient control of the Society, its members, branches and employees on condition that this shall not be in conflict with this Constitution.
- j. Determine the remuneration of auditors.
- k. Carry out all resolutions of the members in general meetings. Where no special direction is given as to how any resolution is to be carried out, the Committee shall carry it out as it sees fit.
- l. Do everything else that is necessary to legally attain the objectives of the Society.

#### **11. Books, Accounts and Records**

- a. A register of members shall be kept in a form as determined by the Committee, provided that it complies with any relevant legislation.
- b. The Committee shall ensure that proper books are kept in which a true and satisfactory account of all transactions shall be recorded.
- c. A receipt shall be given for all monies received and they shall be deposited in the Society's banking or savings account.
- d. The auditor appointed at the Annual General Meeting shall have access at all times to the books and accounts of the Society and shall certify the financial statement based thereon.
- e. In all respects accounting records shall comply with the relevant provisions of the Fund Raising Act No. 78 of 1998.

## **12. Legal Proceedings**

All legal proceedings instituted by or brought against the Society shall be in the name of the current Chairperson of the Society and the domicilium citandi et executandi of the Society shall be the address of the Society as registered in terms of the National Welfare Act.

## **13. Administration of Funds**

- a. The income and property of the Society from whatever source shall be applied solely towards the promotion of the objectives of the Society and no portion shall be paid or transferred by way of profit to members of the Society. This shall not prevent the payment in good faith to any officer, employee or member of the Society for services actually rendered to the Society or of expenses actually incurred and paid in carrying out the business of the Society.
- b. No competition, contest, game, scheme, arrangement or system where any prize may be won shall be conducted by the Society unless approval in terms of any other Act has been obtained beforehand.

## **14. Financial Year**

The financial year of the Society shall end on 31 March each year.

## **15. Winding up or Dissolution**

The Society may be dissolved if at least two-thirds of the members voting at a general meeting convened for the purpose of considering this matter are in favour of dissolution. Not less than 21 days' notice shall be given of the meeting and the notice convening the meeting shall clearly state that the dissolution of the Society and the disposal of its assets will be considered. If there is no quorum at this general meeting, the meeting shall stand adjourned for not less than one week and the members attending such a meeting shall constitute a quorum.

If, upon winding up or dissolution of the Society and after settling all its debts and liabilities, there remain any assets, these assets shall not be paid or distributed among the members of the Society but shall be given or transferred to another institution or institutions with objectives similar to the objectives of the Society and which is/are authorised in terms of the Fund Raising Act No. 78 of 1998 to collect contributions in the Republic of South Africa. Should the members fail to nominate an institutions or institutions, then the assets shall be paid or transferred to the National Council of SPCAs, to be held in trust and to be used for the welfare of animals in the area called Greater Hermanus. Failing this, the Director of Fund Raising shall determine what shall be done with the assets. The transfer of any assets to the National Council of SPCAs will be on condition that the Council is authorised to collect contributions in terms of the Fund Raising Act No. 78 of 1998.



## **16. Amendments to Constitution**

This constitution shall be amended only at a general meeting, provided that the proposed amendments shall be incorporated in the notice of such meeting and agreed to by two-thirds of the members voting at such meeting. Amendments to the constitution must be submitted to the Director of Fundraising for approval.

## **17. Indemnity Clause**

The members of the Committee and other office bearers shall be indemnified by the Society for all acts done by them in good faith on its behalf. It shall be the duty of the Society to pay all costs and expenses which any such person incurs or becomes liable for as a result of any act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Society.

## **18. Interpretation**

- a. The Committee shall in its sole discretion interpret the meaning and effect of any of the provisions of the Constitution and its decision shall be final and binding upon all concerned.
- b. In this Constitution words indicating the singular shall include the plural and vice versa; words indicating the masculine shall also include the feminine.

