

**CONSTITUTION
OF THE GREATER KYALAMI CONSERVANCY
("GEKCO")**

ADOPTED AT THE ANNUAL GENERAL MEETING HELD ON 16
MAY 2018



GEKCO
PRESERVING OUR HERITAGE

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1. **Name and Legal Powers**

- 1.1. The Conservancy is called the Greater Kyalami Conservancy, hereinafter referred to as the “Conservancy” or “GEKCO” (tax registration number 9065/295/22/3).
- 1.2. The Conservancy is a registered conservancy with the Gauteng Conservancy Association (“GCA”) with registration number GCA055.
- 1.3. The Conservancy is a body corporate with its own legal identity, which is separate from its individual members.
- 1.4. The Conservancy shall continue to exist even when there are changes in the composition of its membership or office-bearers.
- 1.5. The Conservancy is a juristic person and has the full capacity to perform all juristic acts necessary for the attainment of its objectives which include, without detracting from the generality of the foregoing; to perform all acts which a company registered under the Companies Act No. 71 of 2008 could perform.
- 1.6. The Conservancy is capable of suing or being sued in its own name.

2. **Objectives**

- 2.1. The objectives of the Conservancy within the defined area as set out in clause 4 are to:
 - 2.1.1. Raise awareness and educate the public and residents for the need to conserve the environmental resources in the Conservancy according to the Constitution of South Africa, the National Environmental Management Act No. 107 of 1998 (and all relevant guidelines published in terms of this Act), all other national, provincial and local statutes that relate to the protection of and or conservation of the Conservancy;
 - 2.1.2. Protect the area to allow the equine industry to continue to develop and exist in a sustainable and environmentally friendly fashion;
 - 2.1.3. Protect and rehabilitate the indigenous fauna and flora, especially the red data species;
 - 2.1.4. Protect and rehabilitate the wetlands and waterways in the area;
 - 2.1.5. Protect the ridges in the area;
 - 2.1.6. Maintain the Conservancy’s status as registered conservancy;

- 2.1.7. Actively involve all the residents and public in our endeavours through educational processes and marketing;
 - 2.1.8. Engage with property development so that it promotes and respects the objectives of the Conservancy; and
 - 2.1.9. Cooperate with Government structures and like-minded organisations to further the objectives of the Conservancy.
- 2.2. The Conservancy is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Conservancy or its individual members.

3. **Membership**

- 3.1. Membership is separated into the following two categories:
- 3.1.1. Voting Membership; and
 - 3.1.2. Non-Voting Membership.
- 3.2. Both voting and non-voting members can bring matters to the committee for consideration and may be represented by the Conservancy and may be accepted as part of the Conservancy.
- 3.3. Only Voting Members are entitled to speak or vote at Annual General Meetings and Special General Meetings.
- 3.4. The following persons qualify for **Voting Membership** of the Conservancy:
- 3.4.1. The registered owner of land within the defined area as set out in clause 4;
 - 3.4.2. The registered owner of land adjacent to the defined area (set out in clause 4) who wants to add their land to the defined area;
 - 3.4.3. The tenant of any land referred to in clauses 3.4.1 and 3.4.2, with the consent of the owner;
 - 3.4.4. Any other person who is approved by management under special circumstances; and
 - 3.4.5. Any Residents Association or Homeowners Association which represents registered owners of land within the defined area set out in clause 4.
- 3.5. The following persons qualify for **Non-Voting Membership**:

- 3.5.1. Residents, businesses or tenants in the area who are not property owners, or where voting membership has already claimed by the registered land owner.
 - 3.5.2. Employees of businesses or property owners who are resident in the area; and
 - 3.5.3. Any supporting individual or organisation not resident in defined area as set out in clause 4.
- 3.6. Voting Membership fees for persons referred to under clauses 3.4.1 to 3.4.4 will be determined on an annual basis and ratified at the Annual General Meeting for each financial year.
 - 3.7. Voting Membership fees for Resident's Associations and Homeowner's Associations will be determined on an annual basis and will be ratified at the Annual General Meeting for each financial year.
 - 3.8. Membership fees collected can solely be used in the attainment of the objectives set out in clause 2.
 - 3.9. Voting Members (exclusive of Residents' Associations and Homeowner's Associations) are entitled to one vote per member regardless of how many properties are owned within the Conservancy by the Voting Member
 - 3.10. Resident's Associations and Homeowners Associations are entitled to a single vote as a juristic person.
 - 3.11. All members must subscribe to the objectives laid out in clause 2, above.
 - 3.12. Membership is only removed upon request of the land owner or sale of the land to a new owner, or in the case of a Resident's Association or Homeowner's Association, upon request at a properly convened Annual General Meeting or Special Meeting of the Resident's Association or Homeowner's Association.
 - 3.13. Should any Voting or Non-Voting Member not comply with the objectives laid out in clause 2 above, their membership status may be discussed by the committee and revoked if it is deemed necessary.

4. **Defined area**

- 4.1. It was agreed that the boundary of the Conservancy be as follows:

East from the R55 north of Kyalami business park, South West along the entire ridge (including Kyalami Ext 1, Intaba, Castle Kyalami, then parallel to Leeuwkop Prison along Main Road, (Leeuwkop Prison and Rietfontein ridge to Rietfontein Nature Reserve to be

included when possible), following the path of the Jukskei River from P70 to R511, up the R511 to Mnandi Road (EXCLUDING Riversands), and on to Summit Road and back to the R55, and the Blue Hills AH 'triangle' north of Summit Road.

5. Financial

- 5.1. The financial year of the Conservancy runs from the date it is founded until 28th February of the following year and thereafter from the first of March of each year until the 28th of February of each subsequent year.
- 5.2. All financial transactions of the Conservancy are recorded by the Treasurer or in their absence or inability to act, the Secretary
- 5.3. Each year, after conclusion of the financial year, the Treasurer or Secretary, as the case may be, presents a complete financial report to the Annual general meeting.
- 5.4. The Chairperson and Treasurer sign the report referred to in clause 5.3 .
- 5.5. Every member is entitled to have sight of the financial records of the Conservancy.
- 5.6. Should the assets of the Conservancy exceed the value of R1 000 000.00 (ONE MILLION RAND) a certificate by an auditor shall accompany the financial statements.

6. Annual General Meeting

- 6.1. The Annual General Meeting is convened by the management within ninety days after the end of the financial year of the Conservancy.
- 6.2. Notice of the Annual General Meeting is given in writing to each member not less than twenty one calendar days prior to the intended meeting.
- 6.3. A quorum will exist at an Annual General Meeting if twenty percent of members are present in person or by proxy. If a quorum is not present at an Annual General Meeting, the meeting shall be reconvened on notice of not less than seven days. At the meeting so convened the members present shall constitute a quorum.
- 6.4. The following matters shall be dealt with by the Annual General Meeting:
 - 6.4.1. A report by the Chairperson concerning the year's activities;
 - 6.4.2. The election of the management for the following year;
 - 6.4.3. The financial report; and

- 6.4.4. Any other matter placed on the agenda by a member no later than fourteen days before the meeting; with the Secretary.
- 6.5. Only voting members shall be entitled to speak at the Annual General Meeting or to cast a vote during the meeting.
- 6.6. Voting members must be physically present at the meeting to be entitled to vote, when this is not possible a voting member may hold one proxy for another member who is eligible to vote.
- 6.7. A member which is a juristic person is represented by one natural person only, who may speak and vote on their behalf.
- 6.8. Notice of an Annual General Meeting is done by ordinary post or email to the addresses on membership list.

7. Special General Meetings

- 7.1. A Special General Meeting may be called at any time by the management in the same way as an Annual General Meeting is convened, except that the period of notice may be reduced to fourteen days.
- 7.2. A Special General Meeting must be convened by management if:
 - 7.2.1. Twenty percent of the members request such a general meeting; or
 - 7.2.2. The GCA or an appointed representative requests such a Special General Meeting.
- 7.3. The request referred to in clause 7.2 must be submitted in writing and must contain the signatures of the members requesting the meeting. A request from the GCA for a meeting must also be submitted in writing.
- 7.4. The request must reach the management not less than twenty one days before the date of the Special General Meeting. Should management fail to give notice of the Special General Meeting within seven days of having requested to do so, the parties requesting the meeting can issue the notice to this effect.
- 7.5. The notice of the Special General Meeting shall clearly set out the matters in relation to which the Special General Meeting is requested.
- 7.6. Only those matters placed on the notice shall be discussed at the Special General Meeting and no other matters.

- 7.7. Notice of a Special General Meeting is given by ordinary post or email to the address of members as it appears in the records of the Conservancy.
- 7.8. A quorum will exist at a Special General Meeting if:
- 7.8.1. Twenty percent of members are present in person or by proxy when the meeting is called by the management;
 - 7.8.2. Two thirds of the members who requested the meeting in accordance with clause 7.2 are present in person or by proxy;
 - 7.8.3. If a quorum is not present at a Special General Meeting, the meeting shall be reconvened on notice of not less than seven days. At the meeting so convened the members present shall constitute a quorum.
- 7.9. Only voting members, or their authorised representatives, shall be entitled to speak at the meeting or to cast a vote during the meeting.
- 7.10. Voting members must be physically present at the meeting to be entitled to vote, when this is not possible a voting member may hold one proxy for another member who is eligible to vote.

8. **Management**

- 8.1. The management of the Conservancy is elected annually at the first meeting of the management committee after the Annual General Meeting, and comprises a minimum of four and a maximum of ten, of the following officers, which are current voting members or another member with approval of the voting members.
- 8.2. :
- 8.2.1. Chairperson - required;
 - 8.2.2. Vice Chairperson (who presides in the absence of the Chairperson) – required;
 - 8.2.3. Secretary (who presides in the absence of both the Chairperson and the Vice Chairperson) – required;
 - 8.2.4. Treasurer - required;
 - 8.2.5. Additional sub committees can be established by the management on an ad hoc basis from time to time.

9. **Management meetings**

- 9.1. Management holds office from the date of election, until the next Annual General Meeting.
- 9.2. Should any management member resign or become unable to discharge his/her duties for any reason prior to the next Annual General Meeting the management may appoint a successor. Such a nominated management member shall be deemed to be appointed by the Annual General Meeting and his term of office shall expire when the term of office of the management expires.
- 9.3. Should a dispute arise within management members then a management meeting shall be called to resolve this conflict and the decision of a majority of members shall be respected.
- 9.4. A representative nominated by the Gauteng Department of Agriculture and Rural Development or GCA shall be entitled to attend management meetings and to address it, but shall not be entitled to vote.
- 9.5. The management meets at least four times a year at a time and place as determined by the Chairperson.

10. **Minutes**

- 10.1. The Secretary keeps minutes of each meeting of the management as well as of each Annual General Meeting.
- 10.2. Minutes must be confirmed and approved by the management committee.
- 10.3. Every member is entitled to have sight of the minutes of the management meetings as well as the minutes of general meetings.

11. **Constitution**

- 11.1. The Conservancy was founded on 27 March 2007, with the following founding members:

M. Donde, S. De Nobrega, A. Dicks, G. Martindale, S. Goodman, P. Hoets, B. Potgieter, K. Kullmann.. A copy of the constitution was submitted to the Gauteng MEC for Agriculture, Conservation, Environment and Land Affairs (GDACEL), GDACE.
- 11.2. Changes to the constitution may only take place:
 - 11.2.1. At an Annual General Meeting or at a Special General Meeting convened specifically for this purpose; and
 - 11.2.2. At which a quorum is present; and
 - 11.2.3. In relation to which a two thirds majority of members, present at the meeting, approves the changes; and

11.2.4. Full-particulars of the proposed changes were given to members in the notice of the Annual General Meeting or Special General Meeting.

11.3. No amendment of the constitution is permitted which is not in conformity with environmental or conservation legislation.

11.4. Any amendments once approved are to be forwarded to GCA.

12. **Powers of the Conservancy**

12.1. The Conservancy shall have all powers which are necessary, conducive or incidental to the attainment or furtherance of its objectives and in particular, without limiting the generality of the foregoing, the Conservancy may:

12.1.1. Acquire rights or incur obligations distinct from its members;

12.1.2. Acquire any movable or immovable property distinct from its members;

12.1.3. Report to the relevant authorities any illegal developments or activities within environmentally sensitive areas;

12.1.4. Enter into any agreement with any Government or other authority or agency or with persons, associations or conservancies, or affiliate with anybody likely to further the interests of the Conservancy;

12.1.5. Employ, dismiss and remunerate employees, professional assistants and experts, research workers, advisers, agents and other persons, and establish and contribute to pension, gratuity, medical and /or other funds for the benefit of its employees;

12.1.6. Collect and disseminate information about the protection and conservation of wildlife, flora and fauna and about policies or practices related thereto;

12.1.7. Invite the patronage of any person(s) to such honorary position(s) as it may consider advisable; and

12.1.8. Enter into agreements of all and any nature necessary to carry out aims and objectives of the Conservancy.

13. **Powers of management**

13.1. Management has the power to perform all acts required to give effect to this constitution and the attainment of the objectives of the Conservancy.

13.2. Management members perform their duties without any remuneration, but any management member who incurs reasonable expenses in the execution of his/her duties with the prior consent of the management, authorised by two members of management, shall be reimbursed by the Conservancy.

13.3. The Conservancy's income and property are not distributable to its members or office-bearers

14. **Property and Income**

14.1. The income and assets of the Conservancy shall be applied solely for investment and for the promotion of the objects for which it is established.

14.2. No member of the Conservancy or employee has any rights to property owned by the Conservancy by virtue of membership.

15. **Dissolution**

15.1. The Conservancy may dissolve at any time if two thirds of the members, present in person, vote for dissolution at a Special General Meeting convened for that purpose.

15.2. If the Conservancy dissolves all assets of the Conservancy shall be liquidated and pledged to the GCA.

15.3. Members or office-bearers have no rights in the property or other assets of the Conservancy solely by virtue of their being members or office-bearers.

16. **Dead heat in voting**

16.1. At an Annual General Meeting, as well as at a management meeting, the Chairperson shall have a deliberative vote, as well as a casting vote, in the event of an equality of votes.

17. **Cessation of activities**

17.1. In case of a cessation of activities the GCA or an appointed representative may convene a Special general meeting of those members whose fees are paid for the purpose of dissolving the Conservancy.

17.2. Cessation of activities shall be deemed to include:

17.2.1. The Conservancy has been dormant for a period of six months since it was obliged in terms of this constitution to hold an annual general meeting;

17.2.2. Activities were undertaken that were inconsistent with the objectives of this constitution; or

17.2.3. The Constitution of the Conservancy ceases to comply with governing legislation and policy.

Signed at Kyalami on the 16th day of August 2018

Chairperson: Ms Kristin Kallesen