

CONSTITUTION

DURBANVILLE HERITAGE SOCIETY

1 Name

The name of the Society shall be the DURBANVILLE HERITAGE SOCIETY (hereinafter referred to as “the Society”).

2 Legal status

- (a) The Society is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold, to encumber and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- (b) All actions or suits, proceedings at law or any arbitration shall be brought by or against the Society in the name of the Society and the committee may authorise any person or persons to act on behalf of the Society and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

3 Objectives

The objectives of the Society are as follows:

- a) To promote and preserve the heritage of Durbanville and surrounding district where applicable.
- b) To identify and preserve buildings, places and public open spaces which enhance the heritage of Durbanville and surrounding district with specific reference to preserving the rural surrounds and farms.
- c) To gather, order, process and archive written and audiovisual material related to Durbanville.
- d) To promote and support original research related to the objectives of the Society.
- e) To provide an information service to the public within the framework of the objectives.
- f) To collaborate with other persons and organisations who study and preserve Durbanville’s rural and natural environment.

- g) To arrange regular meetings and activities for its membership and when appropriate, the general public.

Notwithstanding the above, the Society shall be empowered to attend to, promote and do anything ancillary to the above.

4 A non-profit Society

Notwithstanding anything to the contrary herein contained:

- (a) The Society shall not engage in any activity that has for its objective the acquisition of gain for individual members.
- (b) The income and assets of the Society shall be applied solely for the promotion of the objectives for which it is established.
- (c) The Society shall not carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

5 Powers of the Society

Subject to the provisions of clause 4 above, the Society shall have all such powers as are necessary for the proper attainment of the objects set out in clause 3 above and shall, in particular, have the following express powers:

- (a) to facilitate the exchange of ideas and act as a clearing house for ideas, priorities and problems in the conservation of the heritage of the Durbanville area with specific reference to buildings, public places and open spaces, including sporting, equestrian and related activities, adjoining farm areas including the natural environment of the Region;
- (b) to establish and publish a newsletter for the benefit of its members and/or interested persons;
- (c) by collaboration and otherwise to avoid unnecessary duplication of effort in the conservation of the cultural heritage of the Region;
- (d) to acquire any movable or immovable property for the Society calculated to benefit the Society and to advance its objectives and to maintain, improve and alter any of the Society's property;

- (e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society;
- (f) to open bank accounts in the name of the Society and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Society;
- (g) to invest and deal with any moneys of the Society not immediately required for the purposes of the Society;
- (h) to secure the fulfilment of any contracts or engagements entered into by the Society by the mortgage of all or any part of the property of the Society;
- (i) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objectives are similar or partly similar to the objects of the Society, or the establishment or promotion of which may be beneficial to the Society, provided that no subscription be paid to any such other association out of the funds of the Society except *bona fide* in furtherance of the interests of the Society;
- (j) to support and subscribe to any institution or society which may be for the benefit of the Society;
- (k) to borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage of all or any part of the property of the Society;
- (l) subject to the provisions of clause 4 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever;

6 Rights of members

- (a) Membership of the Society does not and shall not give any member a right to any of the moneys, property or assets of the Society but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the committee may from time to time impose.
- (b) A member whose application for membership has been accepted shall be bound by the constitution, rules and resolutions of the Society which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the constitution, rules and resolutions by reason of the fact that he or she may not have received a copy thereof.

- (c) A member who is not a natural person may designate a natural person to act on its behalf, including voting at meetings and participating in the committee, by submitting a written nomination to this effect to the secretary. Such nomination remains in force until revoked in writing or replaced by another nomination.
- (d) A member has the right to receive notice of all general and special meetings of the Society, attend such meetings and vote on all matters.
- (e) A Member has the right to receive regular information from the Committee on the affairs of the Society

7 Liability of members

The liability of members is limited to the amount of unpaid subscriptions or other moneys owing by them to the Society.

8 Membership

- (a) Any natural person, legal person, firm or organisation who subscribes to the objectives of the Society may apply for membership and which membership shall comprise the following categories:
 - Ordinary membership
 - Honorary membership
 - Corporate membership
- (b) Application for membership must be in writing on a subscription application form. The committee may obtain additional information as it may require.
- (c) The committee has the right to amend or alter the subscription application form.
- (d) Candidates for membership shall be elected by a majority vote of the committee of the Association.
- (e) If at any time after the election of a candidate it appears that he or she has been elected under a misrepresentation or mistake, the committee shall have the power to cancel such election. The person whose election is thus cancelled in terms of this clause shall cease to be a member of the Society and his or her name shall be erased from the register of members and he or she shall have no claim against the Society for damages, deposit or subscription, on any grounds whatsoever, but the committee shall be entitled to make such *ex gratia* refund of deposit or subscription as it may consider proper.

- (f) On the election of a member, the secretary of the Society shall notify such person, and he or she shall be entitled on application, to a copy of the constitution, rules and resolutions of the Society.

9 Termination of membership

- (a) A member may resign by notifying the secretary of the Society in writing before the date upon which membership fees are next payable.
- (b) Subject to sub-clause 11(b) below, the committee may terminate the membership of a member upon failure to pay membership fees, misconduct, breach of the constitution, rules or resolutions of the Society or in the event of the committee being of the opinion that such member no longer subscribes to the objectives of the Society.

10 Membership fees

The annual subscription for membership shall be determined by the committee and be ratified and approved by the members at the following general or special general meeting.

11 Payment of membership fees

- (a) All subscriptions shall become due on the first day of March in each year.
- (b) A member who has not paid his or her subscription after it becomes due shall not be entitled to vote at any meeting.
- (c) A member, whose subscription or any other amount is not paid within three months of it becoming due, shall cease to be a member.

12 Re-admission of members

The committee may re-instate a member whose membership was terminated for any reason, on such terms and conditions as the committee may determine in each particular case.

13 Committee

- (a) Subject to sub-clause (ii) below, the committee shall consist of:

- (i) No more than 10 (ten) persons elected to the committee; and
- (ii) shall elect amongst themselves a chairperson, vice chairperson, treasurer and a secretary.

14 Election of committee

- (a) Members of the committee shall be elected by the members of the Society in a general meeting.
- (b) Each elected member of the committee shall hold office for the period concluding with the end of the annual general meeting of the Society after that in which he or she was elected and, upon the expiry of such period, such member shall automatically retire as a member of the committee, but shall be eligible for the re-election as a member at the committee provided that he or she retains his or her qualification.
- (c) At the annual general meeting voting for the election of members of the committee shall be by way of ballot of those members present or by show of hands as the chairperson may decide.

15 Control and management of the affairs of the Society

- (a) The management and control of the affairs of the Society vests in the committee, which shall have the full power and authority to act on any matter which could or might be done by the Society excepting such matters as specifically reserved by this constitution to be dealt with at the general meeting of the members.
- (b) In addition to sub-clause (a) above, and the powers and authorities hereby conferred to in this constitution and without in any way limiting the generality of such powers and authorities, the committee shall have the following further special powers:
 - (i) to appoint such agents, officers, clerks and servants for permanent, temporary or special services as they think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as they may think fit, and to suspend or discharge any such persons within their discretion;
 - (ii) to execute in the name of the Society any contracts and to authorise persons to sign such contracts on behalf of the Society;
 - (iii) to refer any claim or demand by or against the Society to arbitration and to perform, or refuse to perform, the award;

- (iv) to make and give receipts, releases and other discharges for moneys payable to the Society and for the claims and demands of the Society;
 - (v) to appoint persons who shall be entitled, on behalf of the Society, to sign bills of exchange, cheques receipts and negotiable instruments;
 - (vi) to make, vary and repeal rules and regulations for the affairs of the Society provided that such are not inconsistent with the terms of the constitution;
 - (vii) to agree the remuneration of the Society's auditor or auditors, if appointed;
 - (viii) to terminate or suspend membership in terms of the constitution;
 - (ix) to accept or claim membership fees, donations, legacies, levies and any other benefits of whatever nature from any person or body;
 - (x) to pay the reasonable expenses incurred of any member, officer or official, in the course of the execution of services to or on behalf of the Society in terms of an agreement or contract with the Society;
 - (xi) to organise meetings or functions for the benefit of the Society;
 - (xii) to make awards and give prizes.
 - (xiii) to determine membership fees for each class of membership contemplated in terms of clause 8 above including the imposition of any special levy subject to the consent of the membership;
 - (xiv) to consider any application for reduced membership fee by any member and determine within its own discretion such reduced fee annually;
 - (xv) to co-opt members to serve on sub-committees to attend on special projects under the auspices of the committee and a secretary;
 - (xvi) in general, administer the affairs of the Society.
- (c) The members in a general meeting may review, approve or amend any decision of the committee, but no such decision of the members shall invalidate any action taken by the committee in accordance with this constitution.

16 Termination of office of committee members

- (a) Any member of the committee absenting himself without leave of the committee for more than three consecutive meetings held over a period of more than 30 days, of which due notice has been given, shall cease to be a member of the committee.
- (b) In the event of any member of the committee ceasing to be a member of the committee, the committee shall have the power to fill such vacancy for the remainder of the period of office of such member.

17 Meetings of the committee

- (a) The committee shall, at its first meeting after the annual general meeting of the Society, elect amongst itself a chairperson, vice-chairperson, treasurer and secretary of the Society.
- (b) Should both the chairperson and vice-chairperson not be present at any meeting of the committee, the members thereof present shall elect from their number a chairperson for that meeting.
- (c) At least seven days notice of all committee meetings shall be given unless all members of the committee agree to accept a shorter notice.
- (d) The quorum for a meeting of the committee shall be 50% plus one of elected committee members. Any decision of the committee shall be by the majority vote by show of hands of those present. Each person entitled to be present and to vote shall have one vote and the chairperson of the meeting shall have a casting vote in addition to his deliberative vote. No voting by proxy shall be permitted.
- (e) The secretary of the Society shall convene a special meeting of the committee on the instructions of the chairperson or upon written request of at least three members of the committee.
- (f) A resolution in writing which is signed by all members of the committee and inserted in the minute book of the committee shall be as valid and effective as if passed at a meeting of the committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the committee and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date of which it is signed by the last member of the committee entitled to sign it.
- (g) All acts done by any meeting of the committee or by any person acting as a member of the committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee.

- (h) The omission to give notice of any meeting of the committee shall not invalidate the proceedings at any such meeting.
- (i) The proceedings of the committee shall be valid notwithstanding any temporary vacancy in the committee.

18 Annual general meetings

- (a) The annual general meeting of members of the Society shall be held at such time and place as the committee may determine.
- (b) Notice of the date, time and place for the holding of the annual general meeting shall be posted by letter or remitted electronically to each of the members of the Society at least twenty one days before the date fixed for the holding of such meeting.
- (c) The omission to send by post or electronically any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

19 Proceedings at annual general meeting

- (a) At the annual general meeting the chairperson shall present a report on the work and activities of the committee together with financial statements of the Society for discussion and approval by the members present. This shall be followed by:
 - (b) The election of the members of the committee of the Society.
 - (c) Determination of annual subscriptions for the year.
 - (d) Consideration of any other matters concerning the affairs of the Society.

20 Special general meetings

- (a) The committee may at any time, through the secretary, call a special general meeting of members by giving not less than 14 days' notice to members specifying for what object or objects the meeting is called.
- (b) The secretary shall convene a special general meeting of members of the Society, upon receiving a requisition in that behalf signed by not less than a third of the members, specifying the resolution or resolutions proposed to be moved or other business to be discussed. The secretary shall post or electronically remit to each member a copy of such notice at least 14 days prior to the holding of the meeting.

- (c) The omission to send by post or remit electronically any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

21 Quorum at general meetings

The quorum for a general meeting of members shall be a third of members entitled to vote thereat, provided that if no quorum be present within 15 minutes after the time fixed for the meeting, it shall, in the case of an annual general meeting or special general meeting or by the committee, be postponed to the same day and hour in the following week. At such adjourned meeting, the ordinary members present shall be deemed to be a quorum for the transaction of the business of the meeting. In the case of the special general meeting called by requisition of members, if no quorum is present on the date fixed and within 15 minutes after the time fixed for the meeting, shall be dissolved.

22 Chairperson at annual general meetings

The chair at all general or special general meetings of the members of the Society shall be taken by the chairperson of the Society or, in his or her absence, by the vice-chairperson. Should both be absent the members present shall elect a chairperson for that meeting among the members of the committee present, if any, or, failing their presence, a chairperson shall be elected, being a person who is entitled to vote at the annual general meeting, from among those members present.

23 Adjournment of general meetings

The chairperson of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

24 Proxy

- (a) A member may appoint anybody as his duly authorised representative in writing, to represent, to speak and to vote on his behalf at a annual general meeting, provided that:
 - (i) such representative only be entitled to vote in a ballot;
 - (ii) a member shall not be entitled to appoint more than one representative;
 - (iii) the same representative may not act on behalf of more than one member.
- (b) The written power of attorney should reach the secretary not later than 12 hours before the commencement of the meeting.

25 Voting

- (a) Every member [including a Corporate member] present at a general or special meeting of the Society has one vote.
- (b) The election of committee members shall be determined by majority vote and further in accordance with clause 14 herein above.
- (c) Save as otherwise provided in this constitution, any business, resolution or question submitted to such meeting for decision shall be decided by a majority vote of those present and entitled to vote by show of hands or a ballot.
- (d) A ballot shall not be held unless so determined by the chairperson or unless demanded by at least 5 members personally present at the meeting.
- (e) A declaration by the chairperson of the meeting of the result of a show of hands or a ballot, as the case may be, shall be conclusive.

26 Amendments to constitution

The constitution of the Society, or any part thereof, shall not be repealed or amended, save by a resolution adopted by a two-thirds majority of the members of the Society present at an annual or special general meeting of members of the Society. 14 Days' notice shall be given to the secretary of a motion to amend or repeal the constitution and the secretary shall forthwith send a copy of such notice to each member.

27 Interpretation

- (a) Save where the context otherwise requires, singular words shall be deemed to import the plural and *vice versa* and the masculine gender shall be deemed to include the feminine and neuter genders and *vice versa*.
- (b) In case of *bona fide* doubt or dispute as to the meaning and interpretation of any provisions of the constitution of the Society or in connection with any other matter whatsoever, the committee for the time being, shall rule thereon and be the arbiter and its decision shall be binding upon the members of the Society, subject to any resolution taken by a general meeting of the Society thereon.

28 Register of members

All members shall communicate their addresses and contact details to the secretary who shall keep a register of same.

29 Copy of constitution, rules and resolutions

A copy of the constitution, rules and resolutions and of any repeal or amendment thereto or new rules affected from time to time as well as the books of account shall be available for the inspection by members upon application to the secretary.

30 Notices

A notice or account to members shall be deemed to be properly delivered by posting it or remitting electronically to the members' address as appearing in the register of members.

31 Indemnity

Every member, officer or employee of the Society shall be indemnified by the Society against all costs, losses and expenses which he or she may incur or become liable for by reason of any act done by him or her as such in the discharge of his or her duties, unless the loss in question is caused by his or her own gross negligence, dishonesty or breach of trust.

32 Winding-up

The Society may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such resolution is passed by a two-thirds majority of the members present and entitled to vote at such meeting. Such meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Society after winding-up and the payment of all the debts and obligations of the Society, provided that any surplus assets shall be given or transferred to some other association or institution, with objectives and aims similar to those of the Society, exempt from tax under the laws relating to income tax and donations tax.

33 Domicile

The registered address for the time being of the Society is:

Durbanville Heritage Society
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Aurora
Durbanville
7551

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