

CONSTITUTION
of the
WILDLIFE TRANSLOCATION
ASSOCIATION
of South Africa
2003



1 NAME

- 1.1 The name of the association herein constituted shall be “ The Wildlife Translocation Association of South Africa”.

2 DEFINITIONS

- 2.1 The term “Association” shall mean “The Wildlife Translocation Association of South Africa.”
2.2 Unless inconsistent with the context, the term “Executive Committee” shall mean the elected committee of the Association, as constituted in terms of clause 8 of this constitution.

- 2.3 The terms "majority approval" and "majority" shall mean a simple majority (i.e. 51% or more in favour), unless otherwise stated.
- 2.4 The term "consensus" shall mean approval by all (100%) persons.
- 2.5 The term "member" shall mean any person who has paid the membership fee for the current year, or who is a Life or Honorary Life member of the Association.
- 2.6 The term "office-bearer" shall mean the Chairman, Vice-Chairman, Secretary or Treasurer of the Association.
- 2.7 Words imparting the masculine gender shall also mean the feminine gender and vice versa.

3 STATUS

- 3.1 The Association shall be an independent, unincorporated, voluntary association, which shall have the power, through its Executive Committee, to regulate its own affairs.

4 OBJECTIVES

- 4.1 The primary objectives shall be:
- To improve the professional and ethical standards of the South African game capture industry.
 - To provide a forum for communication between persons engaged in wildlife translocation in South Africa.
 - To promote and encourage research, especially that which is relevant to the capture, care and translocation of wildlife in South Africa.
 - To provide a reference and liaison service to members through the medium of a regular newsletter.
 - To assist in the co-ordination and advancement of wildlife capture expertise in South Africa through any means possible.
 - To provide professional and technical expertise in the furtherance of the aims of the Wildlife Translocation Association of South Africa.
- 4.2 The Association's objectives shall be served by its Executive Committee and members, through in-service training of Members' staff and especially field staff, through symposia and workshops, by its newsletter, and any other means considered appropriate and relevant by the Executive Committee and / or members.

5 HEADQUARTERS

- 5.1 The Executive Committee shall decide upon the nature and location of the Association's headquarters from time to time.

6 MEMBERSHIP

6.1 Membership Categories

- 6.1.1 Membership of the Association shall be open to all persons engaged with, or interested in, wildlife management.
- 6.1.2 There shall be five categories of membership, viz.; Honorary Life; Life; Active; Associate; and Field (see below)

6.1.2.1 Honorary Life Membership may be bestowed upon an individual (even if not a member of the Association) who, by consensus of the Executive Committee members, has given outstanding service to the Association and / or to wildlife management in southern Africa. No further membership fees shall be payable by such persons for the duration of their lives. At the time of bestowal, the Executive Committee may, if it so wishes, present the member with a certificate and/or gift as deemed appropriate on a case-by-case basis. Any cost so incurred shall be shown in the Association's annual audited financial statements. Honorary life membership shall not be transferable to another person. Any member of the Association may nominate another individual for honorary life membership. Nominations must be fully motivated, signed, and dated by the nominator(s), and addressed to the Secretary of the Association. The Executive Committee shall then consider the nomination at its next meeting, after which the Secretary will inform the nominator(s), and the nominee in the case of a successful nomination, in writing of the outcome.

6.1.2.2 Life membership shall be open to individuals only, and shall be conditional on the payment of a life membership fee which amount shall be determined from time to time by the Executive Committee. The amount may be paid in a lump-sum single payment or in two, three or four equal, consecutive monthly instalments. Life membership shall commence upon completion of payment.

No further membership fee payments will be required from such members thereafter for the duration of their lives. Life Membership shall not be transferable to another person.

- 6.1.2.3 Active Membership shall be open to any individual or Company interested in the objectives of the Association, and shall be conditional on the payment of an annual membership fee, the amount of which shall be determined from time to time by the Executive Committee.
- 6.1.2.4 Associate Membership shall be open to individuals and institutions (e.g. game capture pilots, insurance brokers, wildlife management and conservation agencies, statutory institutions, etc.) interested in the objectives of the Association and shall receive all the Association's publications. It shall be conditional upon the payment of an annual subscription fee, the amount of which shall be determined from time to time by the Executive Committee.
- 6.1.2.5 Field Membership shall be open to bona fide employees of a fully paid-up Active Member. It shall be conditional on the payment of an annual membership fee, which amount shall be determined from time to time by the Executive Committee.

6.2 Application for Membership.

- 6.2.1 Application for any category of membership, other than honorary membership, shall be made upon the prescribed form, which must be submitted to the Secretary and accompanied by the applicant's full annual or life membership fee.
- 6.2.2 There shall be no reduction in annual membership fee for new members applying after the commencement of a new financial year. Such new members will however, receive all publications for that specific year.
- 6.2.3 The Executive Committee shall have the power to refuse any application for membership.
- 6.2.4 Application for membership shall be deemed to be an acknowledgement of adherence to this constitution, all amendments thereto and the Association's Code of Conduct.

6.3 Membership fees

- 6.3.1 The Executive Committee shall determine annual membership fees, including the fee for Life Membership.
- 6.3.2 Annual membership fees shall fall due at the onset of each new financial year (see 10.1). Members whose annual dues remain unpaid six (6) months thereafter shall automatically forfeit their membership and all rights thereof, provided a reasonable attempt has been made during the interim period to remind such members that their dues remain outstanding.
- 6.3.3 All members of the Executive Committee, except those that may be honorary life or life members, will be required to pay annual membership fees (see also 8.1.3)

6.4 Privileges of Members

- 6.4.1 All members, except field members, shall be entitled to receive one copy each of all Association announcements and notices, and the WTA Newsletter (published periodically). Any other material produced or published for sale by the Association shall be offered to all members.
- 6.4.2 All members, except associate and field members (see 2.5), shall have the power to vote at any Annual or Special General Meeting of the Association. Honorary life, life and active members shall be entitled to one vote each and may vote by signed proxy (see 9.4.2).

6.5 Conduct of Members

- 6.5.1 The Executive Committee shall be fully empowered and authorized to take such disciplinary action as it may deem advisable against any member of the Association for breach of any of the conditions of this constitution and/or any rules, regulations or by-laws framed thereunder, or for any breach of etiquette or other unconstitutional activity which, in the opinion of the Executive Committee, is or may be detrimental to the unity, harmony, interest and well-being of the Association. Such disciplinary action shall take the form of suspension of membership, or expulsion from the Association, or payment of a fine or other suitable action, which, in the discretion of the Executive Committee, is appropriate to the circumstances. The Executive Committee may also, in its absolute discretion, have notice of any such disciplinary action and the full reasons for it published in the WTA Newsletter.

- 6.5.2 Any member so disciplined shall have the right to appeal to the Association at the next Annual General Meeting (see 6.5.3) provided that at least 28 days notice of such an appeal shall be given in writing to the Secretary. The notice shall be distributed to members attending the meeting.
- 6.5.3 Having allowed sufficient time for both parties to explain their positions and actions at such a meeting, the Chairman of the meeting shall institute the following procedures:
- A vote of majority shall be taken on whether the members present are of the opinion that the Executive Committee's decisions and/or actions should stand or be revoked.
 - A vote in favour of revoking the Executive Committee's decisions and/or actions shall result in the immediate restoration of all rights of membership to the member concerned. Such action shall be deemed to settle the dispute finally and in full. Revocation of the Executive Committee's decisions and/or actions shall not, in such instances, be automatically deemed as a general vote of no confidence in the Executive Committee.

7 MANAGEMENT OF THE ASSOCIATION

- 7.1 The day-to-day management of the Association shall be vested in the Executive Committee of the Association.

8 THE EXECUTIVE COMMITTEE

8.1 Structure of Executive Committee

- 8.1.1 The Executive Committee shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and five (5) additional members, normally serving a term of two consecutive years.
- 8.1.2 The above posts, with the possible exception of the Secretary and Treasurer (see 8.1.4), shall be honorary ones. However, the Executive Committee may by consensus agree on the payment of an honorarium or other reasonable stipend to identified members of Executive Committee who in their opinion are deserving of such for special services rendered. All amounts so paid shall be clearly identified in statements (see 10.2.1). Payment of any sort to any Executive Committee member in any year shall place no obligation on any succeeding Executive Committee to continue that practice.
- 8.1.3 All members of Executive Committee shall be subject to the same rules, conditions, benefits and privileges of membership as all other members of the Association (see 6.3 and 6.4). They must also be members in good standing of the Association.
- 8.1.4 The incumbents of the posts of Secretary and Treasurer need not be members of the Association. The Executive Committee shall have the right to appoint non-members to these posts if deemed necessary.

8.2 Election of Executive Committee Members

- 8.2.1 There shall be no direct election of a Chairman by the members of the Association. The Chairman may serve for two consecutive terms (four years), if so decided by the Association. When a new Chairman becomes due (see 9.1.1), the serving, elected Vice-Chairman shall automatically assume the Chair.
- 8.2.2 The remaining members of the Executive Committee (i.e. with the exception of the Chairman) shall be elected every second year from among the individual members of the Association.
- 8.2.3 Members may submit nominations during the six weeks prior to the commencement of the Annual General Meeting.
- 8.2.4 If more nominations are received by the specified date than there are vacancies, the Secretary shall compile a list of nominees on a voting paper, and shall distribute these papers to Association members.
- 8.2.5 The elected Vice-Chairman, and in the instance where the Secretary and/or the Treasurer are also members of the Association, they shall be the nominees who receive most votes specifically for these offices. The five (5) additional members (see 9.1.1) shall be elected from the remaining nominees who shall include the unsuccessful candidates for the positions of Vice-Chairman, Secretary and Treasurer. In the event of two or more nominees receiving the same number of votes, the final decision shall be taken by a majority vote of those members present at the Annual General Meeting.
- 8.2.6 The names of the members of the incoming Executive Committee shall be announced at the Annual General Meeting.
- 8.2.7 The incoming Executive Committee shall assume office immediately upon conclusion of the Annual General Meeting at which it was elected.

8.3 Powers and Duties of Executive Committee

- 8.3.1 The Executive Committee shall direct and manage all the affairs of the Association and shall, within the constraints of this Constitution, do what it considers to be conducive to the interests of good management and the furtherance of the Association's objectives.
- 8.3.2 Without in any way limiting the above general powers, the Executive Committee shall:
- convene meetings;
 - keep minutes of all Executive Committee meetings, which minutes shall be made available to members on request and to the Association's auditors;
 - acquire and dispose of, hold, and have the custody and control of the funds and other movable assets of the Association;
 - open banking, savings and investment accounts, which shall be operated under the signatures of one or more members and/or a secretariat approved and appointed by Executive Committee from time to time;
 - meet as often as is necessary for the management of the Association's affairs, but not less often than twice during the year of its office;
 - be responsible for the publication of the newsletter of the Association, and have published any other literature which it deems to be in the interests of the objectives of the Association;
 - Publish the annual reports of the Chairman, Treasurer, Newsletter Editor and auditors in the Association's Newsletter.
- 8.3.3 To achieve the above, the Executive Committee may appoint a full-time secretariat, a Treasurer and an Executive Officer, depending on the availability of funds.
- 8.3.4 In addition, the Executive Committee may:
- appoint committees, determine their terms of reference, and dissolve any such committee (see 8.6);
 - make, confirm, vary or terminate agreements with any other person, body or association of persons for the furtherance of the objectives of the Association;
 - Nominate representatives of the Association to other organizations or committees.
- 8.3.5 The Executive Committee shall, as far as is possible, conduct its business by electronic mail (e-mail) and/or post but, in the event of a written request for a meeting signed by two or more members of the Executive Committee, the Secretary shall convene a meeting within twenty one (21) days receipt of such written request.
- 8.3.6 The Secretary or appointed secretariat shall give notice of meetings of the Executive Committee in writing to the Executive Committee members. The agenda for the meeting shall accompany such notice. Other documentation relevant to the agenda (e.g. minutes of previous meeting) shall be made available at a reasonable time before the meeting.
- 8.3.7 Any five (5) members of the Executive Committee, including at least two (2) office bearers, shall constitute a quorum for any Executive Committee meeting, and if necessary decisions shall be made by majority vote.
- 8.3.8 Meetings of the Executive Committee shall be chaired by the Chairman, and in his absence by the Vice-Chairman.
- 8.3.9 The chairman of any meeting of the Executive Committee shall have both a deliberative and a casting vote.
- 8.3.10 The Executive Committee shall have the power to co-opt any persons, whether members of the Association or not, for specific reasons which are in the interests of the Association.(e.g. a secretariat, a Treasurer or an Executive Officer (see 8.3.3). Such co-opted members shall not have the power to vote at Executive Committee meetings.
- 8.3.11 Executive Committee may agree to reimburse the actual costs of attendance of its meetings by members, especially in the case of those members who must travel to the meeting from outside the headquarter centre. Costs incurred in this regard shall be shown in the Association's annual audited financial statement (see 10.2).

8.4 Duties of Office-Bearers

- 8.4.1 The Chairman shall:
- preside at all meetings of the Executive Committee and the Association at which he is present;
 - annually, at the Annual General Meeting, submit a report of the Association's activities since the immediate past Annual General Meeting.
- 8.4.2 The Vice-Chairman shall:
- in the absence of the Chairman, preside at meetings of the Executive Committee and the Association.
 - in the absence of the Chairman, submit the Chairman's annual report at the Annual General Meeting.
- 8.4.3 The Secretary shall:

- have charge of and be responsible for the Association's official records and minutes;
- record the minutes of all meetings of the Executive Committee and of the Association, which minutes shall be available to members on request;
- conduct and record the correspondence of the Association in consultation with members of Executive Committee as appropriate;
- maintain a record of all members of the Association;
- arrange and/or give notice of all meetings of the Executive Committee and the Association.

- 8.4.4 The Treasurer shall:
- maintain a good record of all income and expenditure of the Association during his term of office;
 - prepare and have audited a statement of income and expenditure for the previous financial year, which shall be published in the Association's Newsletter;
 - present the provisional annual audited statement of income and expenditure at the Annual General Meeting.

8.4.5 In the case of an appointed secretariat the above functions of the Secretary and Treasurer will be fulfilled by the secretariat approved by the elected Secretary and Treasurer respectively.

8.4.6 In the case of an appointed Executive Officer the above functions of the Secretary and Treasurer will be retained by the Secretary and Treasurer or by the secretariat, if so appointed.

8.5 Committees and Task Groups of Executive Committee

8.5.1 The Executive Committee shall have the power to create any permanent or *ad hoc* committee or task group, consisting of persons who need not necessarily be members of the Association, to deal with such matters as occasion may demand (e.g. symposium or workshop organising committee, regional subcommittees, study groups, etc.). Such subcommittees or *ad hoc* groups shall be specifically tasked, and their Chairmen and terms of reference appointed by the Executive Committee.

8.5.2 Committees and task groups will report only and directly to Executive Committee unless otherwise instructed by Executive Committee.

9 GENERAL MEETINGS

9.1 Annual General Meetings

9.1.1 The Annual General Meeting (AGM) of the Association shall be held within twelve (12) months of the end of the financial year (see 11.1), but not less than six (6) months and not more than fifteen (15) months shall lapse between successive AGM's, at a venue to be decided upon beforehand by Executive Committee. At this meeting the office-bearers shall present their annual reports, and any such business as may be necessary shall be conducted. A new Executive Committee shall be elected every second year during the AGM.

9.1.2 Notice of date, time and place of the AGM and the agenda thereof shall be dispatched to all members not less than twenty one (21) days before the date of the meeting (see 10.3.1). In the case of the AGM being held during or back to back with a conference/symposium of the WTA or any other Institution, this announcement may form part of the announcements of the conference.

9.1.3 The business of the AGM shall be:

- to read and confirm the minutes of the last AGM;
- to hear the report of the Chairman and other office-bearers of the Association;
- to receive a provisional statement of the financial position of the Association as at the end of the last calendar month preceding the meeting;
- to consider and vote upon any proposed amendment to the constitution for which due notice has been given (see 13.2);
- to elect a new Executive Committee, if applicable, in accordance with clause 8.2;
- to consider and if necessary to vote upon any other business for which it is competent to do so.

9.1.4 Executive Committee may agree to reimburse the actual costs of attendance of AGM's by the Association's office-bearers. Costs incurred in this regard shall be shown in the Association's annual audited financial statement (see 10.2).

9.2 Special General Meetings

9.2.1 A Special General Meeting may be called by the Executive Committee on such date and at such place as it considers it necessary to do so.

- 9.2.2 A Special General Meeting shall be competent to deal only with the particular business of which due notice has been given.
- 9.2.3 The Executive Committee shall call a Special General Meeting within twenty-one (21) days of a request in writing to do so signed by not less than twelve (12) members in good standing. Such a request shall then become the business of the meeting.
- 9.2.4 Executive Committee may agree to reimburse the actual costs of attendance of Special General Meetings by the Association's office-bearers. Costs incurred in this regard shall be shown in the Association's annual audited financial statements (see 10.2.)

9.3 Conduct of General Meetings

- 9.3.1 An accidental omission to give notice to a member of any General Meeting, or the non-receipt of notice of a General Meeting by any member, shall not invalidate or otherwise affect the meeting or any resolution taken at it.
- 9.3.2 The Chairman for a General Meeting shall be the Chairman of the Association or, in his absence, the Vice-Chairman, or in the absence of both the meeting shall elect a Chairman.
- 9.3.3 The quorum for any General Meeting shall be fifteen (15) voting (see 6.4.2) members in good standing.
- 9.3.4 In the absence of a quorum within thirty (30) minutes of the scheduled time for the start of the meeting, such meeting shall stand adjourned to the same time fourteen (14) days later at the Association's headquarters, whereupon those members then present shall be deemed to form a quorum.
- 9.3.5 In the absence of a quorum at a Special General Meeting, the meeting shall be deemed cancelled.

9.4 Voting Procedures at General Meetings

- 9.4.1 Voting shall be by a show of hands, unless a majority of members present and entitled to vote requests that it be carried out by secret ballot.
- 9.4.2 A member (see 6.4.2) may vote by signed proxy, but no member present at a General Meeting may hold more than two (2) proxies. Members in possession of proxies shall supply the Secretary with written proof of such accreditation prior to commencement of the meeting.
- 9.4.3 An institutional member (either Active or Associate) shall be entitled to exercise its voting powers through a representative, whose name and written proof of accreditation shall be registered with the Secretary before the commencement of the meeting. Such representatives shall then each have one vote in addition to their own, if they are themselves members of the Association.
- 9.4.4 Except where otherwise specifically laid down in this constitution, a majority vote of those voting by proxy shall be decisive.
- 9.4.5 The Chairman at all General Meetings shall have both a deliberate and a casting vote.
- 9.4.6 The declaration by the Chairman of the results of a vote shall be binding, unless a recount of votes is immediately requested by at least two members present.

10 FINANCES

10.1 Financial Year

- 10.1.1 The Association's financial year will coincide with the calendar year (i.e. January to December)
- 10.1.2 Annual membership fees shall be payable in the first quarter of each new financial year (i.e. January to March). See also 6.3.2.

10.2 Books of Account

- 10.2.1 The Executive Committee shall keep proper books of account, under supervision and control of the Treasurer, recording:
 - all money received and expended by the Association and the nature of the receipts and expenditures;
 - all assets and liabilities of the Association;
 - any other matters specified by the Constitution, or by the Executive Committee, or by resolution of members of the Association at a General Meeting.

10.3 Auditors to the Association

- 10.3.1 The Executive Committee shall appoint an official auditor, and thereafter Annual General Meetings shall renew the appointment, or appoint another official auditor to

the Association. Such a financial auditor (person or company) shall have no vested interests in the Association.

11 DISSOLUTION OF THE ASSOCIATION

11.1 Dissolution

- 11.1.1 The Association will continue in existence until dissolved, on recommendation of the Executive Committee, or by a two-thirds majority of members present at a Special General Meeting of the Association duly constituted for this purpose.
- 11.1.2 The provisions of clause 9 shall apply *mutatis mutandis* to the dissolution of the Association.

11.2 Disposal of Assets

- 11.2.1 If, upon the dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Association but shall be transferred to some other company, society or association that is registered in terms of Section 10 (1) (e) (III) of the Income Tax Act, nominated at the discretion of the Executive Committee.
- 11.2.2 If at the time of transfer of any remaining assets, the nominated company, society or association is unable or declines to accept the assets, the assets shall be transferred at the discretion of a court on application by the Association.

12 AMENDMENTS TO THE CONSTITUTION

- 12.1 No amendment of, or addition to, this Constitution and Rules of Procedure shall be made except at a General Meeting, notice of which shall have been given in terms of Clause 9.
- 12.2 Any proposal to amend or add to this Constitution shall be made in writing, and shall be signed by both the proposer and the seconder. Such proposals shall reach the Secretary not less than six (6) weeks before a scheduled Annual General Meeting.
- 12.3 Any such amendment or addition shall be passed only if at least two-thirds of the members entitled to vote, who are present or represented by proxy at the General Meeting, vote in favour thereof.
- 12.4 The Chairman shall affix his signature to every approved amendment to this Constitution made on the master copy thereof, and thereafter contained in the Association's official records.

13 INTERPRETATION OF THE CONSTITUTION

- 13.1 In case of doubt as to the strict meaning or interpretation of any rule, procedure or principle of the Constitution and Rules of Procedure of the Association, the interpretation of the Executive Committee shall be binding upon members until the next Annual General Meeting when, if so desired, the matter may be referred to the members present for the interpretive decision of the majority.

14 ENTRY INTO FORCE OF THIS CONSTITUTION

This constitution, being a revision and update of the previous constitution and embodying all principles of the founding Constitution, entered into force on 7 November 2003 by a two thirds majority approval at the Association's 2003 Annual General Meeting.

Chairman

Secretary