WILDLIFE RANCHING

SOUTH AFRICA

(WRSA)



CONSTITUTION

WILDLIFE RANCHING SOUTH AFRICA (WRSA)

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WILDLIFE RANCHING SOUTH AFRICA (WRSA)

CONSTITUTION

1. NAME

The registered name of the organisation is **WILDLIFE RANCHING SOUTH AFRICA,** abbreviated as **WRSA,** in Afrikaans called **WILDBEDRYF SUID-AFRIKA (WRSA).**

2. NATURE OF THE ORGANISATION

2.1 **WRSA** is a registered non-profit company representing the national and international interests of the industry, related to the sustainable breeding, conservation, production and marketing of wildlife in South Africa. It consists of members who may be **natural persons** or a**ssociated legal entities**.

2.2 The organisation is operated as a centralised national entity with members gaining direct membership and paying membership fees.

2.3 To cater for local or specific circumstances, provision is made for **Regional wildlife ranching chambers** and **associated industry organisations.**

2.3.1 **Regional** wildlife ranching chambers are either a provincial executive, or one or more Regional Wildlife Chambers in a Province.

2.3.2 A Regional Wildlife Chamber would normally have 20 fully paid up members, but a Regional Wildlife Chamber with less members could also be affiliated to WRSA subject to specific WRSA-director's approval. The directors would consider supporting factors such as geographic distances, etc.

2.3.2 Associated industry organisations that are affiliated nationally, shall slot into the portfolio of the Deputy President.

2.4 Associated industry organisations who operate only on a provincial level, shall slot in with the Regional wildlife ranching chamber and could be:

2.4.1 study groups

2.4.2geographical areas with regional representatives or management

2.5 **Regional wildlife ranching chambers and associated industry organisations are co-ordinated and integrated by die Deputy President as well as a President's Committee.**

3. OBJECTIVES

3.1 To advance sustainable game production and utilisation of same as a viable, economic activity. Utilisation includes hunting, breeding of game (production), meat production, eco-tourism and wildlife for both local and international markets.

3.2 To act as national representative of the wildlife ranching industry in South Africa and to promote, serve and protect its interests.

3.3 To facilitate the development of a South African **brand name** for the production and marketing of game meat (venison), in order to ensure its economic survival through local and international markets and points of sale.

3.4 To maintain a **Code of Conduct** for members

3.5 To operate as the only national liaison body and negotiator between the organised wildlife industry, government and other stakeholders.

3.6 To support land redistribution and the establishment of emerging black wildlife ranchers and to actively co-operate with economically sustainable initiatives.

3.7 To promote research, knowledge and technological development with regard to natural plant and wildlife as well as the management thereof, continuous to the economic utilisation of game production.

3.8 To provide guidance and counselling in game production and utilisation, to discuss related matters with the members and given their mandate, formulate decisions. To take the necessary actions to implement such decisions, with specific reference to government policies and administration.

3.9 To thoroughly investigate any matter concerning game production and to collate, process and distribute accurate information that may be appropriate to game producers.

3.10 To facilitate the acceptance of effective and healthy game production methods.

3.11 To educate the consumer through guidance, joint advertising campaigns or any other methods, in order to create a larger market for the utilisation of wildlife.

3.12 To utilise the legal system in order to protect and advance the rights and interests of its members.

3.13 To associate with other stakeholder groups/organisations (such as Agri SA and tourism agencies), in a manner as determined by the Board of Directors.

3.14 To organise and host international or local meetings, seminars, open days or conferences to present papers/dissertations on the wildlife industry, discuss subjects pertaining to the wildlife industry and make recommendations regarding matters that require joint actions.

3.15 To address and advance Black Economical Empowerment (BEE) and to actively campaign for the advancement of training and development of employers and employees in the wildlife industry.

3.16 To facilitate the promotion of sound labour practices and occupational health and safety in the wildlife industry.

4. PROPERTY RIGHTS OF MEMBERS AND LIMITATION OF LIABILITY

4.1 No member of a **Regional** wildlife ranching chamber or associated industry organisation will obtain any property right, title, or claim on behalf of, or in the interest of any property of **WRSA** on the grounds of membership.

5. DUTIES AND POWERS OF MANAGEMENT

5.1 The business of **WRSA** is governed by the Board of Directors in accordance with this Constitution, as well as decisions and mandates approved at a President's Committee meeting and **WRSA** Annual General Meeting. The Board of Directors executes the objectives of the organisation and also exercises, over and above the other powers given to the Board of Directors herein, the following powers on behalf of the organisation:

5.1.1 Jointly and separately striving for and ensuring appropriate and ethically sound corporate governance of the organisation.

5.1.2 Receiving, administering and applying funds and other assets on behalf of the organisation; investing any funds not immediately needed by the organisation and changing or selling such investments. The Board of Directors may spend the organisation's money within or outside the borders of South Africa.

5.1.3 Entering into agreements on behalf of **WRSA** and instituting, defending, or settling; or causing the institution, defence or settlement; of any legal proceedings on behalf of the organisation. Referring any dispute, where possible, to arbitration and, in connection with such legal proceedings or arbitration or any Commissions of Enquiry, appointing and remunerating the necessary legal practitioners.

5.1.4 Appointing officers, contractors or agents to carry out its functions and conduct the business of **WRSA**; with the necessary powers, remuneration and other conditions applicable, which may be determined from time to time.

5.1.5 Indemnifying officials and officers in regard to any harm or injury sustained in the course of their service and to take out fidelity guarantee insurance for officials handling the monies of the organisation.

5.1.6 Nominating and/or electing representatives to serve in state bodies or any other body or organisation relating to the wildlife industry.

5.1.7 Receive gifts and/or contributions on behalf of **WRSA**.

5.1.8 Taking whatever steps necessary to execute the abovementioned powers and objectives, provided that:

5.1.8.1 **WRSA** is a legal entity, and as such is the independent carrier of rights and obligations, separate from its respective members;

5.1.8.2 Failing dissolution, as mentioned herein, the organisation possesses the property of perpetual succession and will continue as an independent entity notwithstanding a change of membership;

5.1.8.3 In the conclusion of juristic acts on behalf of the organisation, the liability of its officers, members and directors is explicitly limited to the extent of the assets of the organisation at any given time, inclusive of membership fees of the relevant financial year.

5.1.8.4 The liability of any member of a **Regional** wildlife ranching chamber or associated industry organisation, or member of the Board of Directors or President's Committee, is limited to the membership fees payable by him/her in a single financial year.

6. OFFICE STAFF

6.1 The Board of Directors appoints the Operating Manager, who is the chief executive officer of the organisation.

6.2 The duties of the operating manager include the following:

6.2.1 effectively administrating all the activities of the organisation and its **Regional** wildlife ranching chambers;

6.2.2 functioning as general company secretary;

6.2.3 recruiting new members and the maintaining a members' register;

6.2.4 executing financial and accounting activities;

6.2.5 conducting all secretarial duties associated with **WRSA**, Annual General Meeting and meetings of the Board of Directors and President's Committee;

6.2.6 submitting financial returns to the President's Committee and **WRSA** Annual General Meeting;

6.2.7 submitting audited statements to the Board of Directors for approval; and

6.2.8 executing any other duties as determined by the Board of Directors.

7. MEMBERSHIP

7.1 The admission and acceptance of members and the termination of membership resort under the control and full discretion of the Board of Directors, with no need to state reasons.

7.2 WRSA consists of the following members:

7.2.1 *bona fide* wildlife ranchers;

7.2.2 associated legal entities, such as associated industry organisations (accepted as a member at the Annual General Meeting of WRSA, or on a Regional wildlife ranching Annual General Meeting). Associated industry organisations have no voting rights during WRSA Annual General Meetings;

7.2.3 co-opted members;

7.2.4 honorary members; and

7.2.5 associated members.

7.3 In accordance with the intention of Section 3.1 above, a wildlife rancher is defined as a person or company who:

7.3.1 is directly in charge of the title deed of land (registered owner of land); or

7.3.2 the leasing of such land; or

7.3.3 stands in a contractual relationship with the owner or tenant of such land, with the aim of game production, hunting and/or eco-tourism. This contractual relationship must be acceptable to the Board of Directors; or

7.3.4 has the right of ownership of game as contained in Act related to game theft, Act 105 of 1991.

7.4 Applications for membership must be done by means of a completed, prescribed application form and contain information as prescribed by the President's Committee.

7.5 Members pay membership fees as determined by the Board of Directors from time to time. Members of the Regional wildlife ranching chambers and associated industry organisations will be registered at WRSA directly as determined by Section 2.3 above. Natural persons

as members of an associated industry organisation are not necessarily registered directly with WRSA, for example a specialist researcher who is not also a wildlife rancher.

7.6 An **honorary member** is a person who has distinguished him/herself and to whom **WRSA** would like to pay tribute for exceptional service on the recommendation of the Board of Directors of the President's Committee This member enjoys all the privileges of membership.

7.7 Other individuals who do not qualify for membership according to Section 7.2 and 7.3, may be co-opted as member of the organisation in any capacity as approved by the Board of Directors. Co-opted members enjoy all the privileges of membership.

7.8 Other individuals who do not qualify for membership according to 7.2.1, 7.2.2, 7.2.3 & 7.2.4 may be **accepted as associated members of WRSA, but will not have voting rights.**

8. VOTING OF MEMBERS

8.1 Every member, as defined in Section 7.2.1, 7.2.2, 7.2.3 & 7.2.4**, whose membership fees are fully paid up, is eligible to vote at the Annual General Meeting of the Regional wildlife ranching chamber, and will have only one vote.**

9. WRSA ANNUAL GENERAL MEETING

9.1 Unless extraordinary circumstances prevail according to **WRSA** Board of Directors, an Annual General Meeting will be held annually.

9.2 Representation at the Annual General Meeting will consist of:

9.2.1 The Board of Directors of **WRSA**;

9.2.2 Chairpersons of the **Regional** wildlife chambers or any such person delegated by the **Regional** wildlife chambers (see Section 9.4); and

9.2.3 Chairpersons of National associated industry organisations affiliated with WRSA.

9.3 During the Annual General Meeting, **WRSA** Board of Directors report on the activities in the different portfolios in the year of review and provides a general overview of strategic aspects for the coming years.

9.4 Members of the President's Committee are annually confirmed during the Annual General Meeting. As a rule, the Chairpersons of the **Regional** wildlife ranching chambers will form the President's Committee. A **Regional** wildlife chamber may, however, nominate another member, also in the case where its Chairperson is already a member of the Board of Directors.

9.5 The President and Deputy President are elected for a maximum term of two consecutive years, but may be elected as President or Deputy President after a break in service. However, the Deputy President may immediately be elected for office as President, without a break in service.

9.6 The Board of Directors may invite visitors to the Annual General Meeting.

9.7 The Annual General Meeting takes place at and on the time as determined by the Board of Directors. Notice is given six weeks in advance.

9.8 Matters on the agenda and any unopposed motion not on the agenda are discussed at the Annual General Meeting. Any member may submit a proposal for possible placement on the agenda.

9.9 Every proposal placed on the agenda:

9.9.1 must fall within the framework of the objectives of the organisation;

9.9.2 must be submitted in writing to the Secretariat at least one month before the date of the Annual General Meeting;

9.9.3 has to be approved by the Board of Directors before being placed on the agenda; and

9.9.4 which concerns the organisation, may be discussed at the Annual General Meeting, except matters specifically delegated to the Board of Directors in terms of this Constitution.

9.10 The election of the President and Deputy President is done by ballot, following a written nomination signed by the proposer and person seconding same.

10. PRESIDENT'S COMMITTEE

10.1 The nature and role of the President's Committee is to assist the Deputy President with **co-ordination, integration** and **guidance** relating to **Regional** wildlife chamber and associated industry organisation matters, for example:

10.1.1 Administration

10.1.2 Organised wildlife industry and production/agriculture/forestry/fire control and management/water management/safety legislation, etc.

10.1.3 Self-regulation

10.1.4 Liaison with provincial and national authorities and government agencies

10.1.5 Formulating and implementing regulations, the reporting and management of information

10.1.6 General membership matters

10.2 The President's Committee meets as often as is required by the business of the organisation, but at least two meetings must be held during a financial year, of which one may be just before **WRSA** Annual General Meeting.

10.3 Fifty percent of members, plus one member of the President's Committee, form a quorum at a meeting of the President's Committee.

10.4 The Deputy President acts as Chairperson at meetings of the President's Committee, or in his/her absence, any member as appointed by the members present.

11. APPOINTING WRSA BOARD OF DIRECTORS

11.1 The President and Deputy President are elected for a term of two years at **WRSA** Annual General Meeting.

11.1.1 The President appoints **six non-executive directors** for a period of two years. **The President, Deputy President and these non-executive directors comprise the Board of Directors.**

11.1.2 The non-executive directors are utilised and mandated in the following portfolios:

11.1.2.1 Regulatory Affairs

11.1.2.2 Administration and Government Liaison

11.1.2.3 Marketing, Trade and Promotion;

11.1.2.4 Research, Conservation, Standards and Norms; and

11.1.2.5 Finance and Sponsorships.

11.1.2.6 Membership affairs as part of the Presidents' Committee

12. MEETINGS OF THE BOARD OF DIRECTORS

12.1 Meetings of the Board of Directors take place quarterly.

13. PROCEDURES AT ANNUAL GENERAL MEETINGS OF THE REGIONAL WILDLIFE RANCHING CHAMBERS

13.1 The Chairperson of the **Regional** wildlife ranching chambers officiates as Chairperson of the Annual General Meeting of the **Regional** wildlife ranching chambers, or in his/her absence, the Deputy Chairperson.

13.2 The decision of the Chairperson concerning any point of procedure applies.

13.3 Members form a quorum, provided that six weeks notice of the meeting was given.

13.4 Decisions taken at an Annual General Meeting are taken by a majority of votes of all voting members present.

13.5 The election of the Chairperson and Deputy Chairperson of **Regional** wildlife ranching chambers takes place via ballot, following a written nomination signed by the nominee to signify his/her availability. An executive member must also be delegated to serve as alternate at national level in case the Chairperson is not available.

13.6 The election of members of the executive of a R**egional** wildlife ranching chamber is done by ballot. In any other matter, voting is done

by means of the show of hands, except when any five eligible voting members request that the votes should be cast by ballot.

13.7 In the event of an equality of votes, the Chairperson of the meeting, will over and above his/her normal vote, have the deciding vote.

13.8 Where there are more than one Regional wildlife ranching chambers in a Province that are affiliated nationally, the chairmen of Regional wildlife ranching chambers shall form a management committee that negotiates and liaises with Provincial Government agencies or departments. The management committee could mandate one of the Regional wildlife chamber's chairmen or a member of one of the Regional wildlife chambers to represent them at meetings with WRSA.

14. APPOINTMENT OF AN AUDITOR

14.1 **WRSA** Annual General Meeting annually appoints an auditor for the organisation.

15. FINANCIAL YEAR OF THE ORGANISATION

15.1 The financial year of **WRSA** runs from 1 January to 31 December.

16. DISSOLUTION OF THE ORGANISATION

16.1 **WRSA** will be dissolved when at least two thirds of those members who have full voting rights at an Annual General Meeting; vote in favour of such dissolution by means of a ballot.

16.2 No proposal for the dissolution of the organisation will be considered, unless all members have received notice thereof by the Board of Directors at least ninety days prior to a meeting to consider such a proposal.

16.3 In the event of the dissolution/liquidation of **WRSA**, all current expenses and liabilities thereof will be discharged. The balance of assets after such a process will not be paid to out or shared among the members of the organisation. Any such balance will be donated or transferred to an organisation with objectives similar to that of **WRSA**. Such an organisation should at least be exempt from income tax. Should the Board of Directors fail to agree on the recipient of the balance of assets, the Minister of the Department responsible for the Wildlife Industry will take the necessary decision.

17. AMENDMENTS TO THE CONSTITUTION

17.1 This Constitution may be amended at an Annual General Meeting by a decision taken by a two thirds majority vote cast by voting members present. Casting is done by ballot.

17.2 Any proposal for an amendment to the Constitution must be placed on the agenda of the relevant **WRSA** Annual General Meeting, accompanied by a recommendation from the Board of Directors, as well as the President's Committee.

17.3 The Board of Directors may, with the approval of the President's Committee, propose and recommend an amendment to the Constitution.

18. LANGUAGE

18.1 The Constitution is rendered in both Afrikaans and English. In the case of any conflict in meaning, the English version will prevail.

19. APPROVED

19.1 Approved at the AGM of **WRSA** held on 14 March 2008.