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Ndlovumzi Ground-owners' Association (NGA) Constitution (As amended at the Annual General Meeting on 28 May 2022)

1. Name

The name of the Association shall be the **Ndlovumzi Ground-owners' Association** (hereinafter referred to as the **NGA**), t/a **Ndlovumzi Nature Reserve**.

This entire area has been declared a CONSERVANCY area by the Mpumalanga Tourism and Parks Agency, in which the Mpumalanga Nature Conservation Act no.10 of 1998, is enforceable. The area extends from the centre of the Olifants River (Northern boundary) to the fenced southern, western and eastern boundaries.

Ndlovumzi Nature Reserve is a "Gated Community" governed by the National Environmental Management Protected Areas Act No. 57 of 2003 as amended. A non-voluntary conservation fee (as determined by the Management Committee from time to time) will be payable to gain access into the Reserve.

The NGA has been granted income tax exemption by the South African Revenue Service with exemption number 930032236.

2. Objectives

The objectives of the NGA shall be to form a voluntary association consisting of owners of portions 29 to 36 and 40 to 74 (43 in total) of the remainder of Liverpool 202KT that strive to:

- Comply with the Mpumalanga Nature Conservation Act no.10 of 1998 as well as the National Environmental Protected Areas Act no. 57 of 2003 as amended.
- Operate the said area as a conservancy called "Ndlovumzi Nature Reserve"
- Protect and manage natural wildlife species including mammals, birds, raptors, reptiles, insects, fish or frogs whether listed as endangered or not.
- Protect and manage all indigenous trees, plants and grasses whether listed as endangered or not.
- Maintain good soil conditions and manage soil erosion.
- Eradicate exotic -, domestic - and farm animals, alien reptile and plant species representing a threat to the Reserve.
- Prohibit poaching and hunting by any method of any mammals, birds, raptors, reptiles, insects, fish or frogs (unless authorised by the committee).
- Promote better general security through management and control of persons entering and exiting the Reserve including the power to search vehicles.
- Promote, support or oppose legislation or other measures affecting the NGA.

- Establish, maintain and operate “Rules of Conduct” as approved by special resolution of the members from time to time.
- Develop and maintain an affordable operating framework for the Reserve that will enhance the value of and enjoyment to all members and their guests.
- Cooperate with individuals, associations and organizations which have interests similar to the interests of the NGA.

The main responsibility of the association shall be to manage the collective interests common to all its members, which includes expenditure applicable to the common property and the collection of levies.

3. Legal capacity

- 3.1. The NGA shall be an association managed by a committee of members with the power to acquire rights and incur obligations independent of its members.
- 3.2. All assets, funds or property of the NGA shall be held or registered in the name of the NGA in perpetuity. No transfer of ownership shall take effect unless by majority vote at the Annual General Meeting or Special General Meeting.
- 3.3. All the income of the NGA shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid to any member. Remuneration for services rendered is permitted.

4. Legal proceedings

The NGA shall have the power to sue or be sued in its own name and the authority to institute or defend legal proceedings shall be signed by the Chairman and Secretary, who shall have the power to represent the NGA in all such proceedings.

5. Liability of members

The liability of every member shall be limited to the amount of individual annual levies, road conservation and other fees as determined by the Board from time to time. Beyond this no member shall be held personally liable for any debts of the NGA.

6. Powers

To achieve its goals the NGA shall have the power to act in a manner that the NGA deem fit with regards to:

- 6.1 Open and operate banking accounts.
- 6.2 Draw and accept cheques and other negotiable instruments.
- 6.3 Invest or employ funds which are not immediately required by the NGA.
- 6.4 Lend money or rent assets to third parties.
- 6.5 Borrow or raise money.
- 6.6 Secure the payment of money for the performance of its obligations.
- 6.7 Accept donations, gifts, bequests and benefits of whatever nature or kind.
- 6.8 Purchase, take on, lease or exchange, hire or otherwise acquire any movable or immovable property.

- 6.9 Improve, develop, manage, sell, exchange, lease, donate, subdivide, consolidate, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the NGA.
- 6.10. Appoint and revoke sub-committees to investigate, report on and promote matters referred to them.
- 6.11 Appoint and dismiss any consultants, agents and employees and to determine and pay their remuneration
- 6.12 Conduct any lawful business solely for the furtherance of the objectives of the NGA, including registering a Non Profit Company wherein such business or part thereof may be conducted and so as to retain income tax exemption for any income that might be derived from such business.
- 6.13 Expand the area of the reserve providing that two thirds of those present at any AGM approves it.
- 6.14 Make rules and by-laws not inconsistent with the provisions of this constitution.
- 6.15 Take such disciplinary action against a member (including a committee member) as may be considered desirable in the interests of the NGA.
- 6.16 Generally do all such acts and things as are incidental to the attainment of the NGA's objectives.
- 6.17 To develop and maintain a code of conduct for members and a code of conduct for committee members and other appointed individuals, work groups and sub committees.

7. Membership

Membership shall only be open to “Owners” of property in Ndlovumzi Nature Reserve.

- 7.1. An “owner” is a person in whose name the property is registered. In the cases of properties registered in the name of Companies or Close Corporations or where more than one person is entitled to take decisions, each such person is entitled to become a member of the NGA.
- 7.2. There will be at least one owner registered for each property.
- 7.3. In the case of multiple owners at one property, it is strongly advised that each person representing a family unit should register as an owner. If multiple owners at one property choose to register only one member, then that member alone will be recognised as an owner and the other owners will be deemed to be guests of that owner and all rules applicable to guests apply to those owners. If any member registers a fractional ownership scheme, then all participants will have to register as owners. In the event of multiple owners registering with the NGA, each owner would not be entitled to a vote but rather the camp as a whole would be entitled to only 1 (one) vote and subsequently also would only have to pay one basic levy.
- 7.4. Each member and new applicant for membership shall complete the appropriate application form indicating acceptance of the Constitution and Rules of the NGA.
- 7.5. In the event of an existing signed up member resigning from being a member of the NGA, all levies, road conservation fees and other costs agreed by the committee remain legally payable for the duration of continued ownership of property in Ndlovumzi Nature Reserve. This clause is binding on all existing signed up members.
- 7.6. An explicit condition for membership will also be the acceptance that the member’s property will only be sold once the new owner has accepted and signed the membership application

indicating his/her acceptance of the Constitution and Rules of the NGA as well as the payment of levies and conservancy fees.

7.7. It is incumbent on all members to show goodwill and good faith towards one another and towards the NGA and its objectives.

8. Limitations on use of property

8.1. No more than three (3) hectares of any private property in the Ndlovumzi Nature Reserve may be fenced in.

8.2. Individual properties may not be used for any other purpose than nature conservation as governed by the Mpumalanga Nature Conservation Act., with the exception that the Management Board may grant the approval for the operation of a limited number of Commercial Lodges, subject to the rules and procedures agreed by the NGA, from time to time.

9. Levies

9.1. The levy for membership shall be determined at the Annual General Meeting.

9.2. A standard annual increase not exceeding the official inflation rate shall be applied to levies.

9.3. In the event of the need to increase levies beyond the standard rate, or to impose special levies, such increase and/or levies shall require the approval of a two-thirds majority of NGA members at the AGM or by way of a Special General Meeting called for this purpose.

9.4. Members joining after the commencement of the NGA financial year shall have their levy reduced on a pro-rata basis.

9.5. The Board may decide to charge levies on a monthly or annual basis.

9.6. The Board may allow a rebate on individual levies but only if individually approved each year at the Board.

10. Insurance

It is the total responsibility of each owner to ensure that their residential buildings and all of their assets are properly insured, including public liability and fire risk.

The NGA will not accept any liability for claims made against individual owners or any claim made against the NGA by owners or other third parties.

11. Financial year

The NGA and financial year shall commence on the first day of March in every year and shall terminate on the last day of February of the following year.

12. Procedure for Annual and Special General Meetings

12.1. The AGM of the NGA shall be held between 15 April and 15 July in each year on a day and time decided upon by the Board.

12.2. The Board may call a Special General Meeting and the Board shall be obliged to call such meeting within one month of receipt of written request to do so by at least ten members of the NGA. Such request shall specify the matter for which the meeting is requested and deal exclusively with such matters.

12.3. The Secretary shall either email or post written notice of the Annual or Special General meeting to each member, in good standing, of the NGA at least twenty-one (21) days

prior to such meeting. Such notice shall be addressed to each member's last known email address and shall specify the business to be conducted at the meeting.

- 12.4. A member who wishes to have an item placed on the Agenda of the Annual General Meeting shall notify the Secretary in writing at least seven (7) days prior to the date set for the AGM.
- 12.5. Ten (10) members shall form a quorum at any general meeting of the members of the NGA.
- 12.6. If within half an hour from the time appointed for the meeting, a quorum is not present, the chairman shall adjourn the meeting to a day not earlier than seven (7) days and not later than twenty-one (21) days after the date of the meeting.
- 12.7. The Annual General Meeting shall elect the Chairperson, Vice- Chairperson, Secretary, Financial Officer and three additional members of the Board. The Chairperson will be accountable to the members at the AGM.
- 12.8. In the case of a Board member's resignation during the course of the year, the Chairman may then nominate an acting member to serve until the following AGM.

13. Power and duties of the board of management

- 13.1. All the powers of the NGA shall be vested in the Board.
- 13.2. The Chairman shall appoint office bearers from the Board.
- 13.3. The Board shall have full power and responsibility to manage all the business and affairs of the NGA.
- 13.4. The Board will appoint one member of the Board responsible to compile and update a compendium of rules, procedures and a code of conduct applicable to employees of the NGA, employees of owners and their visitors, contractors, owners and their guests to ensure transparency and facilitate conformance. These rules and by-laws will be ratified by the AGM.
- 13.5. In order to maintain the NGA's tax exemption status, the Board shall submit an annual Income Tax Return by the due date as announced annually by SARS.
- 13.6. The Board shall inform SARS, in writing within 21 days, of any change in registered particulars (e.g. Representative, change of name, address, trustee details, office bearers, etc.)
- 13.7. The Board shall meet at such intervals and at such a place as the Board or the Chairperson may determine.
- 13.8. Forty (40) percent of the elected and nominated Board members will constitute a quorum. A fifty (50) percent vote is required for electronic decisions.
- 13.9. Notice of such meetings will be given to the Board members at least twenty-one (21) days before the date of such meeting.
- 13.10. The secretary shall keep proper minutes of such meetings.
- 13.11. In the event of any Board member failing to attend three consecutive meetings without good reason (as determined by the Board) he shall ipso facto cease to be a member of the Board, whereupon the remaining members of the Board shall co-opt a member in his stead.

14. Voting

- 14.1. Except as otherwise provided in this Constitution, matters put to the vote at any meeting, including a Board meeting, shall be decided by the vote of the majority of members. Voting shall be by show of hands or electronically via email.
- 14.2. At any Annual or Special General Meeting all camps shall have a maximum of one vote, provided their levies and fees are fully paid up. In the case of a camp having multiple owners, it is up to the respective owners of the camp concerned to decide amongst themselves how to cast their single vote and to appoint a single member of that camp to represent the other owners and cast the vote accordingly.
- 14.3. It shall be the prerogative of the Chairman to preside at all meetings. In the absence of the Chairman, the members present and forming a quorum shall elect a Chairman of such meeting.
- 14.4. At a meeting of the Board each member of the Board shall have one vote.
- 14.5. At all meetings the Chairman shall have a casting vote in addition to his deliberative vote.
- 14.6. Notwithstanding the provisions of a Special General Meeting, in the event of any urgent matter or matters arising, which must be put to the vote and cannot reasonably be held over to the following AGM, such shall be decided by special vote conducted electronically by email.
- 14.7. A quorum shall consist of at least ten (10) votes. The Secretary shall e-mail details of the matter or matters to each member in good standing at least 7 days prior to final acceptance of votes.

15. Duties of the Secretary

The duties of the Secretary shall be:

- 15.1 To keep the minutes of all proceedings of Annual and Special General Meetings and of the proceedings of Board meetings.
- 15.2 To keep a register of the members of the NGA.
- 15.3 To carry out all clerical work.
- 15.4 To issue such notices to each member as are deemed necessary by the Board to keep members abreast of matters relating to the activities, objects, interests and business of the NGA.
- 15.5 To send out newsletters, in conjunction and co-operation with the Chairman, to keep members abreast of matters relating to the activities in the reserve and the area.

16. Duties of the Treasurer

The duties of the Treasurer shall be to:

- 16.1. Collect and deposit all monies received in a manner and at such institutions as decided upon by the Board and to make payments in accordance with the directions of the Board.
- 16.2. Keep proper records of the transactions of the NGA and assume responsibility for all monies received and expended on behalf of the NGA, provided that he/she shall be exempted from the responsibility for monies received or appropriated by sub-Boards of which he/she is not a member.
- 16.3. Table, at each Annual General Meeting, a financial statement of the affairs of the NGA.
- 16.4. Submit annual returns of Income Tax together with Financial Statements to The Tax Exemption Unit, of SARS.

17. Interpretation

Should the interpretation of any clause or sub-clause of this Constitution, or any rules or by-laws promulgated in terms of this Constitution, be in doubt, the decision of the Board shall be final. The Constitution and Rules will be available in English and Afrikaans as approved by the members.

18. Amendments to the Constitution

- 18.1. No alterations, amendments, or additions to this Constitution shall be made or adopted except by resolution passed by two-thirds majority of the members present, and entitled to vote, at an Annual General Meeting or a Special General Meeting called for that purpose, provided that notice of the proposed amendment appears on the agenda of the meeting.
- 18.2. The Secretary shall e-mail or post written notice and details of the proposed alteration, amendment or addition to each member at his last known address, at least twenty-one (21) days prior to the meeting.
- 18.3. Any amendments to the Constitution must be submitted to The Commissioner, for the South African Revenue Service.

19. Dissolution

- 19.1. The NGA shall only be dissolved by a resolution passed by a two-thirds majority of the members present and entitled to vote, at an Annual General Meeting or a Special General Meeting called for that reason.
- 19.2. The quorum for such meeting shall be at least one-third of the total number of members who are entitled to vote.
- 19.3. Notice of such meeting shall clearly state that the dissolution of the NGA and the disposing of its assets will be decided.
- 19.4. If there is no quorum at such a meeting the meeting shall be adjourned in accordance with and in terms of the provisions of this Constitution and when it is resumed it shall finally decide with an ordinary majority vote irrespective of the number of members in attendance.
- 19.5. Upon dissolution, the remaining assets shall be distributed to a similar organization, which is also exempt from Income Tax, in terms of section 10 (1)(e)(i)(cc) of the Income Tax Act.
- 19.6. The Association shall not be permitted to distribute any of its funds to any person other than a similar organization during its existence and on dissolution.

Date: 28 May 2022