



# CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

---

## CONSTITUTION OF THE CYCAD SOCIETY OF SOUTH AFRICA (DRAFT)

### 1. NAME

The Society shall be known as the CYCAD SOCIETY OF SOUTH AFRICA, hereafter referred to as the SOCIETY.

### 2. NATURE

The Society shall be a non-profit organization devoted to promoting interest in and conservation of all cycads in compliance with applicable legislation.

### 3. STATUS OF THE SOCIETY

3.1. The Society is a non profit voluntary association and as such an independent legal person.

3.2. The Society may acquire and hold property, independent of its members and likewise may acquire rights and incur obligations and sue and be sued for and by itself independent of its members.

3.3. All property and assets of the Society shall vest in the Society, which shall hold such assets for itself. Individual members shall have no rights in or to any property or other assets of the Society.

3.4. Any obligations, assets or liabilities incurred by or on behalf of the Society shall be for its own account and to the exclusion of the individual members.

3.5. The power to decide whether or not to enter into or to defend litigation involving the Society shall vest in the Board of the Society.

### 4. AIMS

4.1. To encourage the legal collecting, cultivation and propagation of cycads.

4.2. To disseminate information on cycads by various means, inter alia through the regular publication of a magazine.

4.3. To arrange the legal exchange of plants, seedlings, seed and pollen of different cycad species between members and the public at large.

4.4. To encourage scientific research on cycads.

4.5. To promote all aspects of cycad conservation for current and future generations.

4.6. To foster and maintain links with organizations having similar aims on an International basis.

4.7. To acknowledge the right of any member of the Society to possess, transport, trade and propagate cycads, either commercially or not, in compliance with the applicable RSA legislation, for its own purpose and pleasure.

4.8. To actively support the interests, activities and objectives of regional branches in South Africa.

4.9. To encourage its members to report to the relevant authority or police any suspected illegal actions applicable to cycads



## CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

---

4.10. To assist its members when possible with information in obtaining permits as required by the cycad laws of SA.

4.11. To actively and continually engage with the Department of Water and Environmental Affairs in the drafting of new cycad legislation, revision of legislation or interpretation of legislation and assist where possible with all cycad related matters.

### 5. CODE OF CONDUCT

5.1. Members shall abide by the statutory provisions governing the protection, management and any other aspect concerning cycads on a national or provincial level. 5.2. Members shall refrain from any unethical conduct in relation to their own cycad activities.

5.3. Members shall support all the endeavours of the Society as embodied by the Constitution of the Society.

### 6. MEMBERSHIP

6.1. Membership shall be open to any natural person, company (legal entity) or institution with an interest in cycads, except in circumstances governed by clause 6.3.

6.2.1. Members who completed an application form with the code of conduct, who was ratified by council and whose membership fees are fully paid up are considered a member in good standing.

6.2.2. All members in good standing shall be entitled to participate in the activities of the Society, to elect office bearers, to receive the Society's magazine without charge, and to make use of such facilities as may be offered by the council or its nominees.

6.3.1. Council shall have the right to refuse to admit any applicant as a member of the Society if such action is considered to be in the best interest of the Society.

6.3.2 Council shall allow any person whose application for membership has been rejected, to appeal in person or in writing for the reconsideration of such an application within 6 weeks of such a rejection.

6.4. Membership shall consist of 4 classes:

6.4.1. Normal members, paying an annual membership fee of an amount determined by Council (see 7.) on the basis of the running costs of the Society. The membership shall extend over the one-year period from 1st January to 31st December. Membership fees shall be payable in advance at the end of each year, but not later than the 1<sup>st</sup> March after which membership of subscription payment defaulters will be terminated.

6.4.2. Student members, as per 6.4.1., but paying a reduced annual membership fee of an amount determined by Council. They must be younger than 23 years old and studying at a primary, secondary or tertiary Institution and should be able to supply proof of registration if requested by Council.

6.4.3. Honorary members, not liable to membership fees and will consist of 2 classes:

6.4.3.1. John Medley Wood Honorary membership shall be restricted to persons who have rendered outstanding services either in furthering the knowledge of South Africa cycads, or towards their conservation.



## CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

6.4.3.2. Roy Osborne Honorary membership shall be restricted to members who have rendered outstanding services to the Society.

Honorary members shall be nominated by any member of the Society for approval by Council. Honorary membership shall extend for the lifetime of the person concerned unless terminated by either the honorary member or Council. The names of the selected honorary members, as well as their achievements, will be published in the Encephalartos. The certificate will be awarded by a nominated council member in the regional branch where the nominee resides.

6.4.4. Life membership, not liable to membership fees. Members 65 years and older, who have been an uninterrupted paid up member of the Society for 20 years, will be considered for life membership by Council after written requested for such membership. Members who have qualified will be published every year in the Encephalartos by the secretary.

### 6.5 Disciplinary actions

6.5.1 Council shall have the right to suspend, on a temporary or permanent basis, the membership of any person behaving at variance with the aims or code of conduct of the Society, or who may disgrace or potentially disgrace the Society by his/her conduct. This behaviour will be deemed as misconduct with immediate suspension.

6.5.2.1. Council will permanently suspend a member, without a hearing, if a court of law has tried him for an illegal activity and found him guilty.

6.5.2.2. An application for reinstatement of membership can be lodged with Council.

6.5.3.1. The hearing of a member who has allegedly made himself/herself guilty of misconduct (see 6.5.1) will be undertaken according to the rules of natural justice. (Proper hearing)

6.5.3.2. Council will inform any member of any suspected misconduct by way of registered post and will allow such member to respond in writing within 6 weeks after sending such letter.

6.5.3.3 Council will allow any such members who have received a letter of notification of suspected misconduct to present their case in person or in writing before the Council or an appointed committee of the Society within 6 weeks after sending such letter.

6.5.3.4. Membership suspension will become permanent if Council so decides after a proper hearing, either in person or in writing and will inform such member within 14 days of such decision by registered post. Council contains the right to publish the termination of such a member's membership in Encephalartos.

6.6. Any member shall have a right to terminate his/her membership of the Society by written notification to the Secretary or Treasurer.

6.7. The liability of any member for the debts of the Society shall be limited to the amount of any outstanding membership fees or any other monies he or she may be owing to the Society.

## 7. MANAGEMENT

### 7.1. Council

7.1.1. The affairs of the Society shall be managed by a Council consisting of:



## CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

- 
- (a) A President
  - (b) A Secretary-treasurer
  - (c) An Editor of "Encephalartos"
  - (d) A Webmaster
  - (e) The chairperson of the management committee of constituted regional branches. Regional branches may appoint another representative if the chairperson is elected as one of the office bearers (7.1.1. (a)-(d)) or are unable to attend a Council meeting. Constituted regional branches with more than a 100 members will have an additional vote for every full 100 members above the first 100 members.
  - (f) Additional members as may be co-opted by Council for specific purposes.

### 7.1.2. Term of office

The term of office will be 3 years. Serving period will be three calendar years starting on 1 January and ending 31 December. The first 3 year term will start on 1 January 2010. Council members shall serve a three-year term but are eligible for re-election. The term of office of an additional member of Council expires before or simultaneously with that of the Council which co-opted the member but additional members are also eligible for re-election. Council will call for nominations for membership 90 days before the end of term of office by publication in Encephalartos.

### 7.1.3. Voting rights and quorums

To carry a proposal in Council, more than half its eligible members must support the proposal, irrespective of the number of members participating in the ballot. The Chairman of Council will have a casting and deliberative vote. Unless Council decides otherwise in a specific case, its additional members shall not be eligible to vote in Council. A quorum shall at all times be two thirds of Council members.

### 7.1.4. Meetings

A minimum of one council meeting must be held per annum, this can be by way of an official gathering or a teleconference. Notice must be given 30 days in advance to all Council members for such meetings. The president will usually communicate with the other members of Council on a regular basis in writing.

### 7.1.5. Powers of Council.

- (a) To negotiate on behalf of the Society with any person or body in order to promote or further the aims of the Society.
- (b) To open a financial account(s) at a recognized institution and to grant signatory powers on such account(s) to the president and the two other Council members with the understanding that the signature of only one of the three authorized signatories will suffice to validate an official cheque of the Society. The President shall normally sign the Society's cheques but during his absence one of the other two authorized signatories will take over this function from him.
- (c) To invest the surplus funds of the Society judiciously.
- (d) To co-opt persons or committees for the execution of mandates as directed by the Council for specific purposes.
- (e) To fill on its own initiative, until expiry of the term of office concerned, such vacancies as may arise in either Council or its committees through unforeseen circumstances.



## CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

- (f) To engage in fundraising for the furtherance of the Society's aim and objectives.
- (g) To ask for membership fees from its members based on an approved budget.

### 7.1.6. Duties of Council

- (a) To control and administer at its discretion the affairs of the Society for the promotion of the Society's aims.
- (b) To pay all expenditures and fulfill all obligations for which the Society is legally responsible.
- (c) Appoint an auditor who is not a council member.
- (d) To keep proper records of the Society's financial and other transactions, and to produce annually an audited report of the Society's financial position for distribution to members.
- (e) Prepare a budget for the Society every year which is to be approved by Council before 31 August of that year. The financial affairs of the Society shall be recorded by the Treasurer in accordance with Generally Accepted Accounting Practice (GAAP) to the satisfaction of the Society's auditor. The financial year of the Society is from 1 January to 31 December of the same year.
- (f) To maintain an up to date membership register.
- (g) Keep an up to date register of the job descriptions of each council member.
- (h) Keep a register of all applicable legislation and place it on the website for its members.
- (i) Keep records of all Councils meetings and activities.
- (j) Publish on a regular basis but not less than three times a year a Encephalartos reflecting the Society's business and distribute it to all its members.
- (k) Maintain contact with international cycad and/or relevant societies, with the subsequent approved exchange of Encephalartos, newsletter, journals and information free of charge where applicable.
- (l) Keep copies of the newsletter and relevant documents in a suitable place.
- (m) Actively work for the raising of funds for Cycad research.
- (n) To call for nominations for Council membership 90 days before the end of term of office by publication in Encephalartos.

### 7.2. Regional Branch Management Committees

The Management Committee of a Regional Branch (see clause 8) is to be managed in the same way as Council to whom it is responsible.

## 8. REGIONAL BRANCHES

8.1. The establishment of Regional Branch is subject to the following requirements and the approval of the Council:

- (a) At least ten paid up members residing in the relevant area must jointly recommend the establishment of a Regional Branch for the area to Council.
- (b) The geographical area which will be served by the Regional Branch must be demarcated in terms of one of the Provinces of the South Africa.



## **CYCAD SOCIETY OF SOUTH AFRICA**

**www.cycadsociety.org**

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

(c) If the need arise for the establishment of another Regional Branch within the same Province the parties involved must agree on the demarcation of their respective geographical areas according to magisterial districts for approval by Council. The geographical areas of the different Regional Branches may not overlap.

(d) The Regional Branch is to be provided with a suitable name.

8.2. All the members of the Society which reside in the geographical area of a Regional Branch shall automatically also be members of the particular Regional Branch.

8.3. The Management Committee of a Regional Branch may not levy membership fees from its members without permission from Council.

8.4. Each Regional Branch will annually obtain funds from Council on request. The funds will be based on the size of the Branch's membership and will normally not exceed 10% of the annual subscriptions of the Branch's membership that are in good standing for the particular year.

8.5. Each Regional Branch shall annually report to Council on the composition of its Management Committee, and the activities and financial matters of the Branch.

8.6. Any unspent monies from Council's grant in a particular year will normally form part of the next year's grant to that Branch.

8.7. The members of a Regional Branch shall elect their own office bearers according to their needs.

### **9. ALTERATION OF THE CONSTITUTION**

9.1. No changes shall be made to the constitution, no rule shall be repealed, and no rule shall be added to the constitution without the consent of the two-thirds majority of those members who cast their votes on the matter.

9.2. Written notification of all proposed changes, and an invitation to vote on the matter, shall be sent to all the members of the Society at least thirty days prior to the proposed change taking place.

### **10. DISSOLUTION OF REGIONAL BRANCHES**

10.1. Any Regional Branch of Society shall be dissolved in the event of the membership decreasing to less than ten members or in the event that no formal activity, either in the form of a meeting, or outing or formal newsletter has been send out for a period of 12 months. Council will contact the relevant members and inform them of such a pending dissolution, unless they come up with an alternative.

10.2. Upon the dissolution of a Regional Branch, any assets or funds after settlement of liabilities shall be forwarded to Council.

### **11. DISSOLUTION OF THE SOCIETY**

11.1. The Society shall dissolve if the total membership becomes less than ten.

11.2. The Society may be dissolved if so desired by the majority of at least two-thirds of the members voting on the matter.



## CYCAD SOCIETY OF SOUTH AFRICA

[www.cycadsociety.org](http://www.cycadsociety.org)

**DRAFT CONSTITUTION 2009/2010 – FOR COMMENTS BY CSSA MEMBERS**

**Please send your comments by no later than 18 January 2010 to**

**Dr Xander de Kock at [xanvet@netactive.co.za](mailto:xanvet@netactive.co.za)**

11.3. Notification of intent to dissolve the Society, and an invitation to vote on the matter, shall be given in writing to all members at least thirty days prior to the proposed dissolution of the Society.

11.4. After settlement of all expenses and liabilities, any assets or funds on hand shall be made over to the National Botanic Institute of South Africa to become the property of that organization for use wholly at their discretion.

11.5. Under no circumstances shall the assets of the Society be handed over to any one member, or shared out between any numbers of members upon dissolution of the Society.

### 12. INTERPRETATION OF THE CONSTITUTION

If doubt should arise about the meaning and/or intent of any part of the Constitution, the interpretation of Council shall be binding on members. Should the Afrikaans and English wordings of the Constitution prove to differ, then the Afrikaans wording must be accepted as the legally binding one.

### 13. SCIENTIFIC RESEARCH

13.1. The Society shall maintain a research fund for the funding of research projects on Cycads.

13.2. Funds available for research will be announced annually as part of the Budget of the Society.

13.3. Interested parties can apply for funding, submitting a detail proposal to the secretary for approval by Council.

13.4. A detailed research report will be published annually in the Newsletter of the Society.

13.5. All members will be requested for voluntarily funding as part of its annual, membership renewal.

13.6. Council maintains the right to suspend any funding if progress or results are not satisfactorily.