

CONSTITUTION AND RULES OF PROCEDURE
OF THE
SOUTHERN AFRICAN WILDLIFE
MANAGEMENT ASSOCIATION (SAWMA)

Amended 2010

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1. NAME:

The name of the association herein constituted shall be “ The Southern African Wildlife Management Association”.

2. DEFINITIONS:

2.1 The term “ Association” shall mean “The Southern African Wildlife Management Association.”

2.2 Unless inconsistent with the context, the term “Council” 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 President, Vice-President, Secretary or Treasurer of the Association.

2.7 Words imparting the masculine gender shall also mean the feminine gender and vice versa.

3. STATUS

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

The Association is a body corporate with an existence separate to that of its members, the organisation will continue to exist even if its members and office bearers change and will have the authority to sue and be sued in its own name.

4. OBJECTIVES

4.1 The primary objectives shall be:

- To provide a forum for communication between persons engaged in wildlife management in southern Africa.
- To promote and encourage research, especially that which is relevant to the management of wildlife in southern Africa.
- To publish a scientific journal devoted to results of wildlife research.
- To provide a reference and liaison service to members through the medium of a regular news bulletin.
- To assist in the co-ordination and advancement of wildlife research in southern Africa through any means possible.

- To provide professional and technical expertise in the furtherance of the aims of the Southern African Wildlife Management Association.

4.2 The Association's objectives shall be served by its Council and members, through symposia and workshops, by its Scientific Journal and News Bulletin, and any other means considered appropriate and relevant by the Council and / or members.

5. HEADQUARTERS

5.1 The headquarters of the Association shall be decided upon from time to time by the Council.

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 research and management.

6.1.2 There shall be five categories of membership, viz.; Honorary Life; Life; Institutional; Ordinary; and Student (see below)

- Honorary Life Membership may be bestowed upon an individual (even if not a member of the Association) who, by consensus of the Council 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, Council 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. Council 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.
- Life membership will be discontinued after October 2005. Life members who joined the association before October 2005 will be honoured. No further membership fees payments will be required from such members thereafter for the duration of their lives. Life Membership shall not be transferable to another person. No new Life members will be accepted after October 2005.
- Student Membership shall be open to bona fide full-time (i.e. not earning a salary) registered students interested in the objects of the Association. It Shall be conditional on the payment of an annual membership fee, which amount shall be determined from time to time by Council.

- Ordinary Membership shall be open to any individual interested in the objectives of the Association, and shall be conditional on the payment of an annual membership fee.
- Institutional Membership shall be open to institutions (e.g. universities, museums, 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 Council. Institutional members are NOT eligible for office and do NOT qualify to vote. Other member benefits such as discount rated for page fees and symposium registration will not be applicable to institutional members.

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 Council 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 and all amendments thereto.

6.3 Membership fees

- 6.3.1 The Council shall determine annual membership fees.
- 6.3.2 Annual membership fees shall fall due at the onset of each new financial year (see 11.1). 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 Council, except those that may be honorary life or life members, will be required to pay annual membership fees (see also 9.1.3)

6.4 Privileges of Members

- 6.4.1 All members shall be entitled to receive one copy each of the Association's official Scientific Journal (S.Afr. J. Wildl.Res.), all Association announcements and notices, and the WMA News Bulletin (published annually or bi-annually).

Any other material produced or published for sale by the Association shall be offered to members.

- 6.4.2 All members, except for Institutional members (see 2.5), shall have the power to vote at any annual or Special General Meeting of the Association. Honorary life, life (who joined before October 2005), ordinary and student members shall be entitled to one vote each.

6.5 Conduct of Members

- 6.5.1 The Council 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 Council, 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 Council, is appropriate to the circumstances. The Council may also, in its absolute discretion, have notice of any such disciplinary action and the full reasons for it published in the WMA News Bulletin.

- 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 Council's decisions and/or actions should stand or be revoked.
- A vote in favour of revoking Council'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 Council's decisions and/or actions shall not, in such instances, be automatically deemed as a general vote of no confidence in the Council.

7. SUBSCRIBERS TO THE SOUTH AFRICAN JOURNAL OF WILDLIFE RESEARCH:

Subscribers to the South African Journal of Wildlife Research are institutions, such as libraries, that subscribe to the Journal for public use. Such institutions do not have voting powers and do not receive the News Bulletins. Subscribers, in contrast to members, renew their subscription to the South African Journal of Wildlife Research on an annual basis.

8. MANAGEMENT OF THE ASSOCIATION

The day-to-day management of the Association shall be vested in the Council of the Association.

9. THE COUNCIL

9.1 Structure of Council

- 9.1.1 The Council shall consist of a President , a Vice-President, a Secretary, a Treasurer, The Journal Editor, the News Bulletin Editor, and five (5) additional members, normally serving a term of two consecutive years.
- 9.1.2 The above posts shall be honorary ones. However, Council may by consensus agree on the payment of an honorarium or other reasonable stipend to identified members of Council who in their opinion are deserving of such for special services rendered. All amounts so paid shall be clearly identified in statements (see 11.2.1). Payment of any sort to any Council member in any year shall place no obligation on any succeeding Council to continue that practice.
- 9.1.3 All members of Council 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.

9.2 Election of Council Members

- 9.2.1 There shall be no direct election of a President by the members of the Association. The President may serve for two consecutive terms (four years), if so decided by the Association. When a new President becomes due (see 9.1.1), the serving, elected Vice-President shall automatically assume the Presidency.
- 9.2.2 There shall be no election of the Journal and News Bulletin Editors by the members of the Association. These editors shall be appointed by the Council, and thereafter also serve as full members of the Council, if not already serving in this capacity.
- 9.2.3 The remaining members of the Council (i.e. with the exception of the President and the two Editors) shall be elected every second year from among the individual members of the Association.
- 9.2.4 Nominations may be submitted by members during the six weeks prior to the commencement of the Annual General Meeting.
- 9.2.5 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.

- 9.2.6 The elected Vice-President, Secretary and Treasurer 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-President, 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.
- 9.2.7 The names of the members of the incoming Council shall be announced at the Annual General Meeting.
- 9.2.8 The incoming Council shall assume office immediately upon conclusion of the Annual General Meeting at which it was elected.

9.3 Powers and Duties of Council

- 9.3.1 The Council 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.
- 9.3.2 Without in any way limiting the above general powers, the Council shall:
- convene meetings
 - keep minutes of all Council 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 in the name of the Association, which shall be operated under the signatures of one or more members and/or a secretariat approved and appointed by Council 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 official journal and news bulletin 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 President, Treasurer, News Bulletin Editor, Journal Editor and auditors in the Association's News Bulletin.
- 9.3.3 To achieve the above, the Council may appoint a full-time secretariat, depending on the availability of funds.
- 9.3.4 In addition, the Council may:
- appoint committees, determine their terms of reference, and dissolve any such committee (see 9.5);

- 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.
- 9.3.5 The Council 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 Council, the Secretary shall convene a meeting within twenty one (21) days receipt of such written request.
- 9.3.6 The Secretary or appointed secretariat shall give notice of meetings of the Council in writing to the council 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.
- 9.3.7 Any five (5) members of the Council, including at least two (2) office bearers, shall constitute a quorum for any Council meeting, and if necessary decisions shall be made by majority vote.
- 9.3.8 Meetings of the Council shall be chaired by the President, and in his absence by the Vice-President.
- 9.3.9 The chairman of any meeting of the Council shall have both a deliberative and a casting vote.
- 9.3.10 The Council 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, see 9.3.3) Such co-opted members shall not have the power to vote at Council meetings.
- 9.3.11 Council 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 11.2.1).

9.4 Duties of Office-Bearers

- 9.4.1 The President shall:
- preside at all meetings of the Council 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.
- 9.4.2 The Vice-President shall:

- in the absence of the President, preside at meetings of the Council and the Association.
- in the absence of the President, submit the President's annual report at the Annual General Meeting.

9.4.3 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 Council 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 Council as appropriate;
- maintain a record of all members of the Association;
- arrange and/or give notice of all meetings of the Council and the Association.

9.4.4 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 News Bulletin;
- present the provisional annual audited statement of income and expenditure at the Annual General Meeting.

9.4.5 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.

9.5 Committees and Task Groups of Council

9.5.1 The Council shall every second year, in consultation with the Editor of the Association's official Scientific Journal, appoint an Editorial Committee for the journal, which shall be chaired by the Editor. Other members of this committee need not be members of the Association. As far as possible, the Editorial Committee shall conduct its business by electronic mail and/or post. When a meeting is required, the Editor shall first obtain approval from Council or the President. Minutes of such meetings will be produced, copied and distributed to all Council members. Actual costs incurred personally by the Editor, and/or by members of the Editorial Committee, in the line of their duties to the Association may be reimbursed upon Council's approval. Costs incurred in this regard shall be shown in the Association's annual audited statement (see 11.2.1).

9.5.2 The Council shall have the power to create any other 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 Council.

- 9.5.3 Committees and task groups will report only and directly to Council unless otherwise instructed by Council.

10. GENERAL MEETINGS

10.1 Annual General Meetings

10.1.1 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 Council. At this meeting the office-bearers shall present their annual reports, and any such business as may be necessary shall be conducted. A new council shall be elected every second year during the AGM.

10.1.2 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 Southern African Wildlife Management Association, this announcement may form part of the announcements of the conference.

10.1.3 The business of the AGM shall be:

- to read and confirm the minutes of the last AGM
- to hear the report of the President 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 Council , if applicable, in accordance with clause 9.2;
- to consider and if necessary to vote upon any other business for which it is competent to do so.

10.1.4 Council 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 11.2.1).

10.2 Special General Meetings

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

- 10.2.2 A Special General Meeting shall be competent to deal only with the particular business of which due notice has been given.
- 10.2.3 The Council shall call a Special General Meeting within twenty-one (21) days of a request in writing to do so signed by not less than twenty-five (25) members in good standing. Such request shall then become the business of the meeting.
- 10.2.4 Council 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 11.2.1).

10.3 Conduct of General Meetings

- 10.3.1 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.
- 10.3.2 The Chairman for a General Meeting shall be the President of the Association or, in his absence, the Vice-President, or in the absence of both the meeting shall elect a Chairman.
- 10.3.3 The quorum for any General Meeting shall be fifteen (15) voting (see 6.4.2) members in good standing.
- 10.3.4 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.
- 10.3.5 In the absence of a quorum at a Special General Meeting, the meeting shall be deemed cancelled.

10.4 Voting Procedures at General Meetings

- 10.4.1 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.
- 10.4.2 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.
- 10.4.3 An Institutional member shall not be entitled to vote. Only representatives who are themselves members of the Association will be entitled to vote.
- 10.4.4 Except where otherwise specifically laid down in this constitution, a majority vote of those voting by proxy shall be decisive.

- 10.4.5 The Chairman at all General Meetings shall have both a deliberate and a casting vote.
- 10.4.6 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.

11. FINANCES

11.1 Financial Year

11.1.1 The Association's financial year will coincide with the calendar year (i.e. January to December). The date of the financial year end is 31 December.

11.1.2 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.

11.2 Books of Account

11.2.1 The Council 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 and/or Rules of Procedure, or by the Council, or by resolution of members of the Association at a General Meeting.

11.3 Auditors to the Association

11.3.1 The Council shall appoint an official auditor, and thereafter Annual General Meetings shall renew the appointment, or appoint another official auditor to the Association. Such financial auditor (person or company) shall have no vested interests in the Association.

11.4 Loans or Overdrafts

The Council may approve that the association can enter into loans or overdrafts with financial institutions when deemed necessary.

12. DISSOLUTION OF THE ASSOCIATION

12.1 Dissolution

12.1.1 The Association will continue in existence until dissolved, on recommendation of the Council, by a two-thirds majority of members

present at a Special General Meeting of the Association duly constituted for this purpose.

12.1.2 The provisions of clause 9 shall apply mutatis mutandis to the dissolution of the Association.

12.2 Disposal of Assets

12.2.1 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, nominated at the discretion of the Council.

12.2.2 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.

12.2.3 The assets of the Association will be the property of the Association and the office bearers and or members will have no right in or to the property of the Association except for the expectation of reimbursement of reasonable expenses incurred on behalf of the Association.

13. AMENDMENTS TO THE CONSTITUTION AND/OR RULES OF PROCEDURE

13.1 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 10.

13.2 Any proposal to amend or add to this Constitution and Rules of Procedure 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.

13.3 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.

13.4 The President 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.

14. INTERPRETATION OF THE CONSTITUTION AND/OR RULES OF PROCEDURE

14.1 Interpretation

14.1.1 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 Council 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.

15. ENTRY INTO FORCE OF THIS CONSTITUTION AND RULES OF PROCEDURE

This constitution, being a revision and update of the previous constitution and embodying all principles of the founding Constitution, entered into force on 15 September 2010 by a two thirds majority approval at the Association's 2010 Annual General Meeting.

Mrs. E.M. Marais

Handwritten signature of E.M. Marais in cursive script.

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(Secretariat)