



**SOUTHERN CAPE FIRE PROTECTION ASSOCIATION NPC  
CONSTITUTION  
DECEMBER 2015**

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**1. Name of the SCFPA - NPC**

1.1 The name of the SCFPA – NPC with registration number 2012/017921/08 is the:

**SOUTHERN CAPE FIRE PROTECTION ASSOCIATION NON PROFIT COMPANY (SCFPA - NPC)**

herein referred to as "the SCFPA - NPC".

1.2 The shortened name will be "SCFPA - NPC".

**2. Body Corporate**

The SCFPA – NPC shall exist in its own right, separately from its members, and will continue to exist even if membership or office bearers are amended.

The SCFPA – NPC will be able to own property, capital or other assets, and will be able to sue and be sued in its own name.

**3. Area of the SCFPA - NPC**

The domain of the SCFPA – NPC includes the following areas:

See attached map.

**4. The Address of the SCFPA - NPC**

The postal address of the SCFPA – NPC is:

SCFPA - NPC  
Private Bag X12  
Knysna  
6570

The physical address of the SCFPA – NPC is:

Demar Centre (Top Floor DAFF Office)  
Main Street  
Knysna  
6570

The electronic correspondence address of the SCFPA – NPC is: [adminfpa@telkomsa.net](mailto:adminfpa@telkomsa.net)

**5. Application of legislation to this Constitution**

This constitution must adhere to the provisions of the companies act, act 71 of 2008 as amended by the companies' amendment act no.3 of 2011.

This constitution must be consistent with provisions of Chapter 2 of the National Veld and Forest Fire Act, 1998 (No. 101 of 1998) ("the Act") and the regulations promulgated thereto.

## **6. The Objectives of the SCFPA - NPC**

The objectives of the SCFPA – NPC are:

- (1) to provide a community fire management service to members of the SCFPA - NPC
- (2) Predict, prevent and where reasonably possible assist in extinguishing veld fires in its area and to establish fire management units in priority areas as identified by an integrated fire management plan
- (3) Empower local communities in assisting them to become more aware of the risk of fire
- (4) Capacitate them to act proactively to reduce the hazard and vulnerability of assets
- (5) Allow them to act as a first response to fire emergencies

## **7. Duties and Functions of the SCFPA - NPC**

The duties and functions of the SCFPA - NPC are to:

- (1) Endeavour to obtain the co-operation of the Fire Departments and Municipalities,
- (2) Develop and implement a veld fire management strategy for the area,
- (3) Make rules which will bind members, as stipulated by the Act,
- (4) Regularly communicate the fire danger rating referred to in sections 9 and 10 of the Act to its members,
- (5) Organise and train its members in fire fighting, -management and -prevention,
- (6) Inform its members of equipment and technology available for preventing and fighting veld fires,
- (7) Provide management services, training and assistance for members in their efforts to manage and control veld fires,
- (8) Annually provide the Minister ("the Minister") of Agriculture Forestry & Fisheries with statistics about veld fires within the domain of the SCFPA - NPC,
- (9) Provide any information requested by the Minister of Agriculture Forestry & Fisheries in order to prepare or maintain the fire danger rating system,
- (10) Assist members to prepare applications for exemption from the duty to prepare and maintain fire breaks in terms of Section 15 of the Act,
- (11) Carry out the powers and duties passed on to it by the Minister of Agriculture Forestry & Fisheries,
- (12) Appoint personnel to ensure compliance to the Act and to improve management capacity within the SCFPA - NPC,
- (13) Provide fire fighting resources to members at a fee, when available, and

- (14) When possible, provide technical support and information to members. This would include instances where insurance claims are being investigated.

## **8. Membership**

- (1) All land owners as defined by the National Veld and Forest Fire Act and within the domain of the SCFPA – NPC can become members.
- a. All land owners, lessees, state entities, municipalities, or communities, who have applied for membership may become members
- b. The process of applying for membership must be by submitting a completed application forms.
- c. Membership is subject to the payment of a once off joining fee and a reoccurring annual membership fee
- d. If any member of the executive committee (EC) objects to any applicant's admission as a member or any member's continued membership, the EC must within 14 days -
- (a) give the applicant or member written reasons for the objection,
  - (b) consider application at the next executive committee meeting, and
  - (c) notify the applicant or member of the date, time and place of the meeting.
- (2) The applicant or member has the right -
- (a) To speak at the meeting and argue for admission or continued membership, and
  - (b) To make a complaint to the Minister if not satisfied with the executive committee's decision.

## **9. Membership Database and Communication**

- (1) Every new member must provide the FPA Area Managers with a fully completed and signed application form in order to ensure that the correct information is available for the database.
- (2) Every member must inform the FPA Area Managers of any change of address, telephone number, e-mail address or transfer of property, within two weeks.
- (3) The FPA Area Managers or any other designated employee must keep all the details referred to in sub-paragraphs (1) and (2), and other relevant information, in a Register of Members.

## **10. Responsibilities of Members**

Members of the SCFPA – NPC are responsible to:

- (1) Follow this constitution and the rules of the SCFPA - NPC,

- (2) Adhere to guidelines and management practices that may be determined by the SCFPA - NPC,
- (2) Commit themselves to the implementation of a fire management plan where such plans exist,
- (4) Pay any fees and charges as set by the SCFPA – NPC, and
- (5) Actively involve and participate in activities and capacity building programmes offered by the SCFPA - NPC.

#### **11. Termination of Membership**

- (1) A member may terminate his or her membership by written notice to the FPA Area Managers or when selling the property,
- (2) If a member terminates membership, he or she gives up all fees and charges already paid, and remains liable for any outstanding monies to the SCFPA - NPC,
- (3) Membership is automatically terminated if a member does not pay his/her membership fees within three months after receiving the invoice for their annual membership fee,
- (4) The property of a member who dies will still be protected under this Constitution if -
  - (a) on his or her death, the fees, charges and interest are fully paid, and
  - (b) his or her successor-in-title re-applies for registration within 6 months from death or when the next membership cycle starts, whichever is the latest.

#### **12. Income and Assets**

The SCFPA – NPC will keep a record of all assets and procurements and will not give or donate any funds or property to its members or office bearers, except if such person or office bearer has been in service of the SCFPA – NPC and is paid in accordance with such duties. A member may only be reimbursed for any expenses if he/she has paid for such expenses in line with his/her duties.

Members or office bearers will have no vested rights over any assets belonging to the SCFPA - NPC.

#### **13. Fees, Charges and Interest**

- (1) The executive committee will from time to time -
  - (a) Determine fees and charges for membership and services that are necessary for the proper management of the SCFPA - NPC, and
  - (b) Charge interest on unpaid fees that will be calculated according the prevailing prime overdraft rate charged by the SCFPA-NPC's bankers from time to time plus 4%, accept in cases were prior arrangements have been made with the SCFPA - NPC.

- (2) A fee may be charged for any other services and resources provided by the SCFPA - NPC.
- (3) Annual membership fees must be paid within 90 days after receiving the annual membership invoice.
- (4) Any increase in registration and membership fees must
  - (a) be decided at an annual general meeting by the majority of members present, and
  - (b) if not done at an annual general meeting, be decided on by the majority of members present at a special general meeting called for that purpose.

#### **14. Liability of Members**

Members are not individually liable for any debts or duties owed by the SCFPA - NPC, but they are liable for unpaid fees, charges or interest.

#### **15. The Board of Directors of the NPC (EXCO)**

1. All paid up members are eligible for nomination and election to become a Director.
2. Nominations and applications for election will be submitted to the management committee 90 days before an annual general meeting.
3. The management committee will consider applications on needed competencies and representation of constituencies e.g. Commercial, Private including the farming community, Conservation, Forestry and Geographic areas based on B-municipal boundaries within the SCFPA – NPC domain.
4. The management committee will then propose candidates at the annual general meeting for election.
5. One third of the Directors must be elected or re-elected annually. The third will be selected from those directors with the longest standing. There will be 9 directors.
6. The Board of Directors will elect their own office bearers and will appoint a general manager as a CEO of the NPC as an ex-officio member (Chairperson, Vice Chairperson, Treasurer and secretary).
7. The Duties of the Board of Directors will include:
  - Approve nominations for membership of the management committee
  - Ratify or reject decisions made by the management committee
  - Approve budgets and budget deviations
  - Approve financial decisions outside of the approved budget
  - Approve changes in membership of management committee
  - Approve strategic and operational plans
  - Set rules and guide lines
  - Approve policies and procedures

#### **16. Non-voting and co-opted members of the board (Management Committee)**

- (1) The Management Committee (MC) of the SCFPA – NPC consists of:
  - (a) The FPA Area Managers,
  - (b) The Fire Protection Officer,
  - (c) Representatives from MTO and PG Bison, if such a nominee is available.
  - (d) Co-opted management unit representatives from each area,

- (f) A representative from each Government Department and Local Authority that manages land within the boundaries of the SCFPA - NPC,
  - (g) One representative from Working on Fire, and
  - (h) Any other member that has been co-opted for a specific input or task. This person does not have voting rights on the MC but can provide input to the issue in hand.
- (2) Except for the appointed Fire Protection Officer and FPA Area Managers, any member of the SCFPA – NPC may be nominated to serve on the management committee.
  - (3) The Chairperson and Vice Chairperson may serve for a period of 3 years, but may stand for re-nomination at the end of that period.
  - (4) The additional members are nominated by the MC for a period of 1 year, but may stand for re-nomination at the end of that period.
  - (5) If any MC member resigns, dies, becomes incapacitated or disqualified, or is removed from office, the Executive Committee will nominate a suitable replacement.
  - (6) A member of the management committee becomes disqualified if he or she -
    - (a) is declared to be of unsound mind by a court of law
    - (b) is convicted of a crime involving fraud or corruption. Any member serving a suspended sentence may not serve on the executive.
    - (c) has been absent without a valid reason from two consecutive executive committee meetings.
  - (7) A minimum of 9 management committee members, the 6 members can only have 50% of the management committee as part of the MC, present at a meeting will constitute a quorum. The 6 MC members must include the Chairperson or Vice Chairperson.
  - (8) The Management and/or the Board may from time to time delegate responsibilities and specific tasks to a member, employee, a person or an institution.
  - (9) The Chairperson, Vice Chairperson, the FPA Area Managers and the Treasurer will constitute the Management Committee of the SCFPA - NPC.
  - (10) Duties of the Management Committee will be to:
    - (a) Guide, oversee and assist the FPA Personnel in performing their day to day management duties. This includes but is not restricted to, communication with key role-players and members.
    - (b) Assist in the strategic decision making processes,
    - (c) Compile special reports, documents and policies,
    - (d) Procure the needed items for effective management of the SCFPA - NPC,
    - (e) Represent the SCFPA – NPC on other committees or meetings as needed from time to time, and
    - (f) Recommend ratification of financial documents to the boards of Directors

## **17. Employees**

- (1) The SCFPA - NPC may employ and / or co-opt any person it considers necessary to help the SCFPA – NPC and the FPA Area Managers to carry out their functions.

## **18. Finances**

- (1) The financial year of the SCFPA – NPC starts on the 1<sup>st</sup> April and ends on the 31<sup>st</sup> March of the following year,
- (2) The SCFPA – NPC will appoint a suitably qualified person and/or institution to be responsible for the financial administration of the SCFPA - NPC,
- (3) The person and/or institution must present a financial statement of the SCFPA - NPC's accounts for the previous financial year, including full details of income, expenditure and assets,
- (4) The financial statement must be available within reason for inspection by any member for a period of 3 weeks (21 days) from the date of the annual general meeting,
- (7) A bank account and, if necessary, petrol and debit/credit cards will be opened at an accredited financial institution as decided by the Management Committee,
- (8) The year-end financial statements must be audited by a Chartered Accountant.
- (9) The SCFPA – NPC may apply for asset financing if needed.

## **19. Annual General Meeting**

- (1) An annual general meeting must be called:
  - (a) within 60 days after completion of the financial statements, and
  - (b) with 14 days of written or emailed notice to all members and must include an agenda.
- (2) In addition to any other business, the annual general meeting must include
  - (a) the annual report presented by the FPA Area Managers or the Chairperson of the SCFPA - NPC,
  - (b) presentation of the financial statements of the SCFPA - NPC,
  - (c) the Fire Protection Officer's report,
  - (d) the introduction and approval of any increase of fees, charges or interest,
  - (e) changes to the constitution, business plan and rules,
  - (f) additional agenda points that have been submitted to the FPA Area Managers at least 7 days prior to the meeting.

- (3) 30% Members present will constitute a quorum. If a quorum is not met a special general meeting will be held within 14 days and members present will form a quorum.
- (4) Discussion at the meeting will be limited to the circulated and notified agenda.
- (5) Only those members, whose registration and membership fees are fully paid up, have a right to vote subject to the number of votes described in Section 20.

## **20. Special General Meeting**

- (1) The Management committee may request the board to convene a special general meeting at any time giving 14 days' notice stating the reason for the meeting and providing an agenda.
- (2) A special general meeting must be convened if:
  - (a) 50% of paid-up members request this meeting in writing and name the issues to be dealt with,
  - (b) the members requesting the meeting promise in writing to pay for the administrative costs of the meeting, and
- (3) Members present will constitute a quorum.
- (4) Discussion at the meeting will be limited to the circulated and notified agenda.

## **21. Voting**

- (1) Only members described under Section 8 of this constitution may vote.
- (2) Each registered and active member of the FPA has 1 vote
- (3) A member or an EC member may vote for other members by means of a written and signed proxy.

## **22. Dissolution**

Dissolution of the SCFPA – NPC will be in accordance to the companies act, act 71 of 2008 as amended from time to time by the companies amendment act no.3 of 2011 Chapter 2.

## **23. Dispute resolution**

- (1) In the event of a dispute between members regarding operational matters, members must negotiate to resolve the dispute.
- (2) If such negotiations fail, any member may approach Exco, who shall appoint an independent arbitrator of good standing to resolve the dispute and whose decision shall be final. Any costs incurred shall be borne by the parties to the dispute.

- (3) In the event of a dispute between members of the SCFPA - NPC and Exco, then the process in paragraph 22(2) should be followed with the exception that the appointment of the arbitrator shall be by the Chairman of the SCFPA - NPC and the members to the dispute by consensus.

#### **24. Approval of the Constitution**

This Constitution was presented and discussed at the Annual General Meeting of the Southern Cape Fire Protection SCFPA - NPC on 27 November 2015 held in George.

This Constitution was approved by members present at the Special Meeting held on 11 December 2015 in Knysna.

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PJ Gerber  
Managing Director

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L du Plessis  
Chairperson/Director NPC