

BIRDLIFE SOUTH AFRICA

Explanatory Note : Proposed changes to the Constitution of BirdLife South Africa to be put before the AGM on 27 April 2017

The current constitution, adopted at the AGM held on 21 March 2015, introduced two main changes. Firstly, the Council, as the supreme authority within the organization and which met between two to four times per year, was replaced by an Executive Board that met monthly. (The word "Executive" is a misnomer since that body has never been charged with an executive function.) Secondly, the Audit Committee was renamed the Governance Committee, and in addition to the powers and duties ordinarily invested in an audit committee was given the additional duty of conducting an annual review, at year end, of the conservation work of the organization as well as of the performance of the organization as a whole and of the Executive Board. Such report was to be submitted to the chairman of the organization whose final report and opinion was to be included in the Annual Financial Report.

However, the Governance Committee subsequently formed the view that the review exercise, as described above, did not properly fall within its ambit and that the function should be undertaken by the Executive Board. It is against that background that the current changes to the constitution have been proposed.

The new proposed constitution, as well as a document showing the existing constitution with "track changes" to indicate the alterations, are attached to this explanatory note. In the interests of clarity, there follows an explanation of the changes that are being proposed.

- 1 The Preamble and Definitions Paragraph have been slightly altered.
- 2 Wherever they appear the words "Executive Board" have been replaced with the words "Board of Directors".
- 3 The number of Board Members who may be co-opted has been increased from 5 to 7. (8.2.5).
- 4 A provision to attend Board meetings via Skype or similar medium has been introduced. (8.4.3).
- 5 The Board of Directors is now required to submit an annual review. (8.5 - final bullet).
- 6 That same power is removed from the section dealing with the Governance Committee. (9.4 and 9.5).
- 7 The Governance Committee is renamed the Audit Committee.
- 8 A new paragraph 10 specifically provides for the Board of Directors' duty to conduct the annual review.
- 9 A few other minor and/or technical changes have been introduced.

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Chairman : BirdLife South Africa

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