



ROOIELS CONSERVANCY ROOIELS BEWAREA

CONSTITUTION

(Version 2 Dec 2009)

1. NAME

This conservancy is called the Rooi Els Conservancy, hereinafter referred to as the organisation or REC.

2. MISSION & VISION

The mission of the Rooi Els Conservancy is to win the hearts and minds of property owners in the area to help ensure the area's landscapes, marine environment and indigenous flora and fauna are conserved for generations to come.

It is a voluntary body, prepared to co-operate with all those who are also concerned about and working for the conservation of our natural heritage.

3. OBJECTIVES

The purpose of the organisation is to:

- (a) Promote awareness and interest in the conservation of the landscapes, marine environment, fauna and flora of Rooi Els and its surroundings
- (b) Identify indigenous flora and fauna, important biological communities and landscapes of exceptional beauty within the bounds of the conservancy and promote their protection.
- (c) Ensure that important biological communities and landscapes of exceptional beauty within the bounds of the conservancy remain undisturbed
- (d) Procure the assistance of all relevant authorities in respect of the management of the area of the conservancy
- (e) Collect funds and use such funds for the promotion of the organisation's objectives
- (f) Promote the Rooi Els conservation Vision.

The objectives of the organization shall be furthered by an Executive Committee, appointed as contemplated in 9 below.

4. MEMBERSHIP

Membership of the organisation shall be open to any person or representative body that supports the REC mission and vision within the defined conservancy area and any



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other landowner who wants to add his/her land to the defined area. "Landowner" means the registered owner of the land.

Members shall pay a membership fee at a tariff determined at the annual general meeting. If a member fails to pay his/her membership fee when it is due or at all, his/her membership of the organisation shall continue, but he/she shall forfeit the right to call special meetings as contemplated in 7 below, debate, vote on or influence any matters undertaken by the organization and shall be bound by all decisions of the organization as though he/she had voted in favour thereof.

5. DEFINED AREA

The defined area of the organisation is the area from the Rooi Els river mouth along the town of Rooi Els and coastal and inland smallholdings up to the mouth of the Buffels river

6. LEGAL PERSONALITY

The organisation is a legal entity with perpetual succession established not for gain. It shall have the power to sue and be sued in its own name and to acquire and dispose of assets necessary to the pursuance of its objectives. The liability of its members shall be limited to the amount of any subscription due by them and they shall have no right to the property or other assets of the organisation:

7. FINANCIAL

The financial year of the organisation extends from 1 December to 30 November the following year. All financial transactions of the organisation shall be duly recorded by the Secretary/Treasurer who shall submit a complete financial report to the annual general meeting signed by himself/herself, the Chairman and the full Executive Committee.

The organisation shall have the authority to receive, invest and spend funds.

7. ANNUAL GENERAL MEETING

An annual general meeting of members of the organisation shall be held annually within 60 days of the close of the financial year at a place and time determined by the Executive Committee, (exco). Written notice of such annual general meeting shall be given at least 21 days before the intended meeting. Notification of the upcoming AGM to each member will be attempted as practicable plus a notice placed in a public place within the bounds of the conservancy.



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Matters to be dealt with at the annual general meeting are as follows:

- Chairman's report of activities
- Financial report
- Election of office-bearers for the following year
- Determination of membership fees
- Any other matters on the agenda

A quorum shall comprise of one third of paid-up members, present or represented by proxy. If a quorum is not present within 30 minutes after the advertised time for the start of the Annual General Meeting then the meeting shall stand adjourned and shall be reconvened on a date and at a time determined by the exco when those members present shall constitute a quorum. An ordinary majority of votes shall be conclusive in all cases where decisions are made.

8. SPECIAL GENERAL MEETING

A special general meeting may be convened at any time by the Executive Committee, provided that notice is given in the same manner as for an annual general meeting and the matters to be discussed are clearly stated in such notice. No other matters shall be discussed at such special meeting. A written request for such special general meeting shall be addressed to the Executive Committee, the matter to be discussed shall be contained therein, it shall contain the signatures of the members requesting the special meeting and shall reach the Executive Committee at least 40 days prior to the proposed date of such special general meeting. A quorum for such special meeting shall comprise the Chairman of the committee together with 3 other members of the committee together with each and every member calling the special meeting. If no quorum is present within 30 minutes of the time set for the start of the special meeting then such meeting shall stand adjourned to the same time on a date which is seven days hence. If no quorum is present at such adjourned meeting then the meeting shall be abandoned unless each and every member calling the special meeting is present in which event they shall be entitled to proceed in the absence of the exco representatives and exco shall then be bound by the decision of the adjourned special meeting.

9. EXECUTIVE COMMITTEE

The Executive Committee of the organisation shall be elected annually at the annual general meeting and shall consist of the following persons:

- Chairman
- Vice-Chairman
- Secretary
- Treasurer
- Such additional members as required and decided by the annual general meeting.



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The Executive Committee may co-opt additional members as needed and each co-opted member shall have the right to attend all meetings of the Executive Committee for the period he/she remains co-opted.

Members of the Executive Committee shall hold office until election of their successors at the following annual general meeting. Members of the Executive Committee may be re-elected.

10. POWERS OF THE EXECUTIVE COMMITTEE

In the furtherance of the organisation's objectives, Exco shall have the power and authority to:

- Levy and receive membership fees;
- open and operate banking accounts into which it shall deposit all monies received by it on behalf of the organization;
- invest monies, provided that investment in an instrument other than a banking account may occur only with the unanimous approval of exco and only after disclosure by each member of exco of any personal interest, if any, in the investment instrument concerned;
- incur accounts in the furtherance of the organisation's objectives provided that exco may only incur debt in respect of which there are funds in hand to settle same;
- acquire or lease property, provided that exco may only incur debt in that regard if there are current funds in hand to settle same or the expectation of ongoing funds sufficient for that purpose;
- manage property owned or acquired by the organization;
- manage the organisation's business affairs
- enter into and carry out agreements
- take and defend legal proceedings including making or opposing applications for rezoning or use departures.
- appoint staff for the furtherance of the organisation's objectives and determine and pay the remuneration and benefits of such staff. Such staff shall be under the direct supervision of the Chairman or other person appointed by the Executive Committee
- and take any other measures as required for the furtherance of the objectives of the organisation.

11. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at least four times a year at a place and time determined by the Chairman.



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12. MINUTES

The Secretary shall duly record the minutes of each meeting. Minutes, after having been approved, shall be signed by both the Chairman and the Secretary. A copy of the minutes of the annual general meeting together with the financial statements and the names of the elected members of the Executive Committee shall be sent to the Director of CapeNature and the area manager of the Overstrand local authority within 30 days of the annual general meeting.

13. CONSTITUTION

Immediately after the establishment of a conservation area, the minutes of the inaugural meeting, the accepted constitution together with the names of the Executive Committee members shall be sent to the Chief Director of CapeNature in view of registration with that Department.

Amendments to the constitution may be only at an annual general meeting or at a special general meeting convened specifically for such purpose. Any amendment to the constitution shall be approved by at least a two-thirds majority of the members present. Any notice of a meeting convened to amend the constitution shall contain full particulars of the proposed amendment.

14. DISSOLUTION

The organisation may be dissolved only if two-thirds of the members present at a special general meeting convened specially for such purpose vote in favour of such dissolution. Upon dissolution all assets shall be donated to other conservation bodies as decided by the exco. The Director of CapeNature shall be notified of such dissolution.

15. INTERPRETATION

During any meeting of the organization, including exco meetings, the Chairman shall have a deliberative vote, and in case of any equality of votes shall also have a casting vote and his/her interpretation of this constitution shall be conclusive and final.