



ROOIELS CONSERVANCY
ROOIELS BEWAREA
CONSTITUTION

Version 3

1. NAME

This conservancy is called the Rooiels Conservancy, hereinafter referred to as “the organisation” or REC.

2. VISION

- 2.1. The Rooiels Conservancy strives to attain the Rooiels Vision, namely, that Rooiels be a conservation community – caring together today ... for tomorrow.
- 2.2. The Rooiels Conservancy’s particular vision is a model community living in harmony and in balance with nature in a biosphere reserve.

3. MISSION

- 3.1. The mission of the Rooiels Conservancy is to inform, educate, learn with, and obtain the participation of property owners and residents in, and visitors to, the area and through their stewardship, help ensure that the area's natural landscapes, marine environment and indigenous flora and fauna and biological diversity are conserved and protected for generations to come, and that ecological processes’ integrity is maintained.
- 3.2. 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.

4. OBJECTIVES

- 4.1. The primary objective of the organisation is to be a steward of protected areas, open spaces, marine environments, eco-corridors and properties within the defined area of the conservancy to protect, conserve, restore and enhance biological diversity and ecological systems.
- 4.2. The secondary objectives of the organisation are to:



- 4.2.1. Advise and work with the conservation agency responsible for the Rooiels Nature Reserve, utilising the expertise of scientific experts and ecologists.
 - 4.2.2. Promote awareness of and interest in the conservation of the landscapes, marine environment, fauna and flora of Rooiels and its surroundings;
 - 4.2.3. Identify indigenous flora and fauna, important biological communities and landscapes of exceptional beauty within the bounds of the conservancy and promote their protection;
 - 4.2.4. Advocate for important biological communities and landscapes of exceptional beauty within the bounds of the conservancy to remain undisturbed;
 - 4.2.5. Facilitate learning and education about biological diversity, living in a biosphere reserve and coexisting with wildlife.
 - 4.2.6. Procure the assistance of all relevant authorities in respect of the management of the area of the conservancy;
 - 4.2.7. Work and collaborate with neighbouring conservancies in the Kogelberg Biosphere Reserve, as well as further afield.
 - 4.2.8. Collect funds and use such funds for the promotion of the organisation's objectives;
 - 4.2.9. Promote the Rooiels conservation Vision.
- 4.3. The objectives of the organisation shall be furthered by an Executive Committee, appointed as contemplated in 11 below.

5. MEMBERSHIP

- 5.1. Membership of the Rooiels Conservancy shall fall into the following categories:
- 5.1.1. Ordinary Members shall be the category open to any individual resident, individual property owner, non-governmental organisation, or voluntary association, located within the defined conservancy area, that supports the REC mission, vision and objectives and any other individual landowner who wants to add his/her land to the defined area.
 - 5.1.1.1. "Landowner" means the registered owner of the land.
 - 5.1.1.2. An individual who is not a landowner or property owner, is deemed to be a "resident" if he/she resides in Rooiels for more than 60 days in a calendar year.
 - 5.1.1.3. Upon an Ordinary Member, except a landowner or property owner, relocating outside the defined conservancy area, that member automatically becomes an Affiliate Member.
 - 5.1.2. Affiliate Members shall be the category open to individuals, non-governmental organisations, businesses or voluntary associations who are located outside of the defined conservancy area, but who support the REC vision, mission and objectives and who may wish to participate in and/or receive news and notifications of its conservation activities and events.
 - 5.1.2.1. An Affiliate Member shall not have the right to vote, nominate Executive Committee members or call Special General Meetings as contemplated in 10 below, but may attend Annual and Special General Meetings.



5.2. Membership applications:

- 5.2.1. A new applicant shall submit the prescribed Application Form, which includes a signed statement of commitment to the REC Vision, Mission and Objectives, to the REC Executive Committee.
- 5.2.2. The Executive Committee shall accept or reject a membership application within 14 (fourteen) days of receipt of the application and inform the applicant in writing.

5.3. Membership fees:

- 5.3.1. Members shall pay a membership fee at tariffs, depending on the membership category, determined at the annual general meeting.
- 5.3.2. An additional, eligible family member or partner may become an Ordinary Member by applying and paying a discounted membership fee, where the discount is determined at the annual general meeting.

5.4. Membership shall be terminated through one of the following means:

- 5.4.1. A Member in good standing wishes to resign and submits notice in writing to the Executive Committee.
- 5.4.2. A Member's annual membership fee remains unpaid for 6 (six) months after due date.
- 5.4.3. The Executive Committee resolves with good cause to terminate the Membership of a Member, provided that such member is given at least 14 (fourteen) days prior written notice, sent to the Member's last recorded email or postal address, of the Executive Committee meeting at which the resolution will be proposed and considered, and at which the Member concerned is afforded the opportunity to make written or verbal representations.

5.5. Membership is not transferable.

6. DEFINED AREA

The defined area of the organisation is the area from the Rooiels River mouth along the town of Rooiels and coastal and inland smallholdings up to the mouth of the Buffels River.

7. LEGAL PERSONALITY

- 7.1. The organisation is a legal entity with perpetual succession established not for gain.
- 7.2. 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.
- 7.3. 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.



8. FINANCIAL

- 8.1. The financial year of the organisation extends from 1 December to 30 November the following year.
- 8.2. 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 Chairperson and the full Executive Committee.
- 8.3. The organisation shall have the authority to receive, invest and spend funds.

9. ANNUAL GENERAL MEETING

- 9.1. 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).
- 9.2. Written notice of such annual general meeting shall be given at least 21 days before the intended meeting.
- 9.3. 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.
- 9.4. Matters to be dealt with at the annual general meeting are as follows:
 - 9.4.1. Chairperson's report of activities;
 - 9.4.2. Financial report;
 - 9.4.3. Election of office-bearers for the following year;
 - 9.4.4. Determination of membership fees;
 - 9.4.5. Any other matters on the agenda.
- 9.5. A quorum shall comprise one third of paid-up Ordinary Members, present remotely or in-person, or represented by proxy.
- 9.6. The following applies to proxies:
 - 9.6.1. A paid-up Ordinary Member may appoint a proxy, who is also a paid-up Ordinary Member, to vote on his/her behalf, provided that the prescribed proxy form has been signed and submitted 24 (twenty-four) hours prior to commencement of the meeting.
 - 9.6.2. Any paid-up Ordinary Member may only hold 5 (five) proxy votes.
- 9.7. 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 paid-up Ordinary Members present, remotely or in-person, shall constitute a quorum.



9.8. An ordinary majority of votes shall be conclusive in all cases where decisions are made.

10. SPECIAL GENERAL MEETING

- 10.1. 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.
- 10.2. 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 no fewer than one-fifth of paid-up Ordinary Members and shall reach the Executive Committee at least 30 days prior to the proposed date of such special general meeting.
- 10.3. A quorum for such special meeting shall be at least one-third of paid-up Ordinary Members, present in-person or remotely, including the Chairperson of the Executive Committee plus 3 other members of the Executive Committee, and including at least one third of the members calling the special meeting.
- 10.4. If no quorum is present within 30 minutes of the time set for the start of the special meeting, then the meeting shall be dissolved.

11. EXECUTIVE COMMITTEE

- 11.1. The Executive Committee of the organisation shall be elected annually at the annual general meeting and shall consist of the following persons:
 - 11.1.1. Chairperson
 - 11.1.2. Vice-Chairperson
 - 11.1.3. Secretary
 - 11.1.4. Treasurer
 - 11.1.5. Such additional members as required and decided by the annual general meeting.
- 11.2. 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.
- 11.3. Members of the Executive Committee shall hold office until election of their successors at the following annual general meeting.
- 11.4. Members of the Executive Committee may be re-elected.



12. POWERS OF THE EXECUTIVE COMMITTEE

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

- 12.1. Levy and receive membership fees;
- 12.2. open and operate banking accounts into which it shall deposit all monies received by it on behalf of the organisation;
- 12.3. 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;
- 12.4. 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;
- 12.5. 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;
- 12.6. manage property owned or acquired by the organisation;
- 12.7. manage the organisation's business affairs;
- 12.8. enter into and carry out agreements;
- 12.9. take and defend legal proceedings including making or opposing applications for rezoning or use departures;
- 12.10. 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 Chairperson or other person appointed by the Executive Committee;
- 12.11. and take any other measures as required for the furtherance of the objectives of the organisation.

13. LIMITATIONS ON POWERS AND LIABILITIES

- 13.1. The organisation's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.
- 13.2. Members of the Executive Committee shall not be liable for any obligations and liabilities of the organisation solely by virtue of their status as members or as members of the Executive Committee.

14. EXECUTIVE COMMITTEE MEETINGS

- 14.1. The Executive Committee shall meet at least four times a year at a place and time determined by the Chairperson.
- 14.2. A resolution taken by majority vote using an online poll of Executive Committee members shall be valid as if passed by a duly convened meeting of the Executive Committee. The resolution context, the resolution taken and the poll outcome shall be appended to the minutes of the next Executive Committee meeting.



15. MINUTES

- 15.1. The Secretary shall duly record the minutes of each meeting. Minutes, after having been approved, shall be signed by both the Chairperson and the Secretary.
- 15.2. 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.

16. CONSTITUTION

- 16.1. 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.
- 16.2. Amendments to the constitution may only be effected at an annual general meeting or at a special general meeting convened specifically for such purpose.
- 16.3. Any amendment to the constitution shall be approved by at least a two-thirds majority of the paid-up Ordinary Members present, in-person or remotely.
- 16.4. Any notice of a meeting convened to amend the constitution shall contain full particulars of the proposed amendment.

17. DISSOLUTION

- 17.1. The organisation may be dissolved only if two-thirds of the paid-up Ordinary Members present, in-person or remotely, at a special general meeting convened specially for such purpose vote in favour of such dissolution.
- 17.2. Upon dissolution all assets shall be donated to other conservation bodies as decided by the Executive Committee.
- 17.3. The Director of CapeNature shall be notified of such dissolution.

18. INTERPRETATION

- 18.1. During any meeting of the organisation, including Exco meetings, the Chairperson shall have a deliberative vote, and in case of any equality of votes shall also have a casting vote and
- 18.2. his/her interpretation of this constitution shall be conclusive and final.



As amended and approved at the Rooiels Conservancy Annual General Meeting on 22 December 2023 at the Pringle Bay Community Hall. This constitution is in force from 1 January 2024.

A handwritten signature in black ink, consisting of several overlapping, sweeping strokes that form a stylized, abstract shape.

.....
Ralph Pina, Chairperson 2023

A handwritten signature in black ink, written in a cursive style that appears to read "Tracy Cronje".

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Tracy Cronje, Secretary 2023