



ROOIELS CONSERVANCY CONSTITUTION

1 NAME and STATUS

The name of the association shall be the ROOIELS CONSERVANCY / ROOIELS BEWAREA. Hereafter called the Conservancy.

The Rooiels Conservancy (REC) is registered as a Conservancy with CapeNature (15 November 2003), in recognition of the contribution to nature conservation on private land.

Thus, it is a body of individuals acting together in order to carry out a common goal without forming a corporation (as such, there is no legal reason to have legal norms and views laid down).

The Conservancy shall:

- Exist in its own right, separately from its members;
- Be able to own property and other possessions;
- Be able to sue and be sued in its own name;
- Continue to exist even when its membership and office bearer changes.

The Rooiels Conservancy is situated in the Kogelberg International Biosphere (KBR) and as such will strive to operate within the framework of sustainable development and biodiversity as set down by UNESCO.

The Conservancy is also in close proximity to the Kogelberg Nature Reserve and a World Heritage Site being part of the Cape Floral Kingdom.

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.

2. VISION

To help ensure the area's landscapes, marine environment and indigenous flora and fauna are conserved for generations to come.

3. MISSION

Operate at all times within broader UNESCO Biosphere Principles and sustainable development goals, in the context of the Buffer and Transition Zones of the Kogelberg Biosphere Reserve, the Kogelberg Nature Reserve and the Cape Floral Kingdom which is a World Heritage Site.



4. **SPECIFIC OBJECTIVES**

- Work with an Advisory Panel of conservation specialists, associations and bodies to ensure that the Conservancy is managed on a sound scientific base with regard to biodiversity, sustainable development, living in a biosphere and harmonious coexistence with fauna and flora in the Conservancy;
- Promote the importance of Eco-Corridors and work with partners to establish and maintain the Rooiels Eco-Corridor as part of the Buffer Zone of the Kogelberg Biosphere Reserve¹;
- Engage with Conservancy members to discuss conservation matters, promote ownership and participative leadership;
- Act as a mouthpiece for member's views on all matters to do with conservation;
- Work with stakeholders to continuously ensure that conservation regulations, processes and procedures are relevant, up to date and in line with current research;
- Create awareness, facilitate education and learning with regard to biodiversity, living in a biosphere and coexistence with wild animals. This through sharing information, signage and regular awareness campaigns in alignment with the International Environmental Calendar;
- Collaborate with the RERA to ensure best possible urban planning, heritage, design and landscape practice in the area and to monitor compliance with existing policies, title deed conditions, municipal overlay regulations, consent use/zoning scheme applications;
- Identify indigenous flora and fauna, important biological communities and landscapes of exceptional beauty within the bounds of the Conservancy and promote their protection;
- Manage the Rooiels Estuary, the Dune Rehab (and seagrass management) and the Coastline in collaboration with CapeNature, Overstrand Municipality, relevant Government Departments and other stakeholders;
- Monitor the Nature Reserve Registration (when due), update the Nature Reserve Management Plan and Management Contract in collaboration with the Overstrand Municipality;
- Oversee the upkeep of Rooiels public gardens, the Koppie, road verges and walkways;
- Attend to Wildlife affairs by collaborating with relevant stakeholders;
- Mitigate and respond to potential environmental damage assessment reports in collaboration with the RERA;
- Report on any notices of proposed changes to regulations with regard to areas zoned open spaces [nature reserve and adjoining seascape, and the Rooiels river estuary area and riverine area] and other conservation matters of importance.
- Promote Rooiels as a Fire-wise community through awareness campaigns, information distribution and updates to ensure all residents in Rooiels are aware and vigilant with regard to the high flammability of the fynbos and are enabled to act in a responsible manner to prevent risk to life and property.

• ¹ (Buffer Zones protect sensitive self-support land patches via natural habitat corridors, providing ecological abutment in biospheres for plant and wildlife- Dr. Ruida Pool-Stanvliet);



4. MEMBERSHIP

Membership of the Conservancy shall be open to any landowner within the defined Conservancy and any owner of adjacent land who wants to add his land to the defined area and who supports the Vision of the Conservancy. (A landowner means the registered owner of the land or in case of land leased, the lessee of such land or a person appointed by the landowner).

Members shall pay a membership fee at a tariff determined at the Annual General Meeting (AGM). 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 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 Rooiels river mouth along the town of Rooiels 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 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 organization.

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 (AGM) signed by himself/herself, the Chairperson and the full Executive Committee.

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

8. ANNUAL GENERAL MEETING

An Annual General Meeting (AGM) 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 the AGM shall be given at least 14 days before the intended meeting.

Notification of the upcoming AGM to each member will be attempted to be distributed as widely as possible using social platforms and email, plus a notice placed in a public place within the bounds of the Conservancy.



Matters to be dealt with at the AGM are as follows:

- Chairperson'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.

Members attending the AGM shall be entitled to vote on any resolution and to vote for candidates eligible for election to the Committee, provided that their annual subscription fees are fully paid to date (hereinafter 'paid-up members').

- A member may appoint a proxy to attend Meetings and vote on his/her behalf, provided the member has signed a proxy form and is entitled to vote as a 'paid-up member'
- No Member may hold more than 2 (two) proxies
- Representatives of juristic persons may vote at meetings only where, authorised in writing by said juristic person to do so and where the provisions (paid-up members') are met

If a quorum is not present within 30 minutes after the advertised time for the start of the AGM 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.

9. SPECIAL GENERAL MEETING

A special general meeting may at any time be convened by the EXCO, 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 a special meeting. A special general meeting shall be convened if one third or more of the enrolled members request such a special meeting.

A written request for such a special general meeting shall be addressed to the EXCO, the matter to be discussed contained therein and contain the signatures of the members requesting the special meeting and shall reach the executive committee at least 30 days prior to the proposed date of such a special general meeting. The same regulations governing voting at the AGM shall apply to any such meeting.

10. EXECUTIVE COMMITTEE (EXCO)

The Executive Committee of the Organisation shall be elected annually at the AGM and shall consist of the following persons:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Such additional members as required and decided by the Annual General Meeting.



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

Members of the EXCO shall hold office until election of their successors at the following AGM. Members of the Executive Committee may be re-elected. The limit for the number of terms of office for an individual committee member is 5 years.

The Committee shall at its own discretion, fill any vacancy that may arise during the year by co-opting a member to serve on the Committee until the next AGM.

11. POWERS OF THE EXECUTIVE COMMITTEE

To promote 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 Chairperson
or
other person appointed by the Executive Committee;
- and take any other measures as required for the furtherance of the objectives of the organisation.

12. EXECUTIVE COMMITTEE MEETINGS

The EXCO shall meet at least four times a year at a place and time determined by the Chairperson.

13. MINUTES

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. A copy of the minutes of the AGM together with the financial statements and the names of the elected members of the EXCO 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.



14. CONSTITUTION

Amendments to the Constitution may be proposed only at an AGM 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.

15. 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.

16. INTERPRETATION

During any meeting of the organization, 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 his/her interpretation of this Constitution shall be conclusive and final.

17. APPLICATIONS FOR MEMBERSHIP AND TERMINATION OF MEMBERSHIP

Applications for membership shall be in writing in such form and contain such particulars as the Conservancy may require for the keeping of its records and contain an undertaking signed by the prospective member and its representatives, to abide by the spirit and terms of the constitution of the Conservancy, as amended from time to time.

18. REGISTER OF MEMBERS

The Conservancy shall maintain a register of members and record therein particulars of the names and addresses of members, their authorised representatives, and other information deemed necessary by the Conservancy.

19. MEMBERS TO ADVISE CHANGES IN PARTICULARS IN REGISTER

A member shall inform the Conservancy of all changes in the information recorded in the register and shall be responsible for ensuring that the correct and amended information is furnished to the Conservancy in writing.

20. TERMINATION OF MEMBERSHIP

Subject to the continued liability of a member for subscriptions imposed up to the time of cessation of membership, membership shall terminate:

- when the resignation of a member in good standing is submitted in writing to the Conservancy; or
- when for good cause shown, the Conservancy terminates the membership by giving the member written notice to that effect posted to the last address of the member in the register, provided that the member shall be given written reasons for the proposed termination and shall have the right to be heard by the Conservancy before the Conservancy makes a final decision.



Certified to be a true copy of the amended Constitution of the Rooiels Conservancy/Rooiels Bewarea, adopted at the AGM, on the 22nd day of December 2021.

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Chairperson
Date:

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Executive Committee Member
Date: