



Rooiberg Breede River Conservancy

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Robertson
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CONSTITUTION OF THE CONSERVANCY

Established on 30 November 2006 and registered as a non-profit Organisation (NPO) in July 2013.

1) NAME

Rooiberg Breede River Conservancy (hereinafter called the “Conservancy” or the “Organisation”)

2) AFFILIATION & GEOGRAPHICAL AREA

Registered with Cape Nature.

The area covered by the Conservancy is the region from the Willem Nels River at Robertson to the Nuy Valley including the Langeberg and Rooiberg Mountains, and the Breede River to the south.

3) INTRINSIC VALUES

The area’s unique topography, geology and climate provides ideal conditions for agriculture, the predominant and economically important land use in the Conservancy. It is well known for the production of quality wine and table grapes, citrus, mixed vegetables, pome fruit, olives and the more recent production of almond nuts and cherries. This land use has also provided opportunity for the development of agri-tourism infrastructure.

14 distinct natural vegetation types occur within the conservancy, 4 of which are listed as threatened ecosystems. This diversity is due to the change in geology, soil types and moisture across a considerable change in altitude from the peaks of the Langeberg to the Breede river below. These natural areas provide critical services to agriculture, such as the regulated supply of clean water, pollination services and pest management. The Conservancy is well known in the conservation sector for its high degree of plant endemism, many of which are found nowhere else in the world. 18 Endangered, 27 Rare, 38 Vulnerable, and 35 Near Threatened plant species have been recorded within the Conservancy and it is likely to see more discoveries in future.

The agricultural and conservation values give this area its 'sense of place' which the Conservancy seeks to conserve.

4) MISSION STATEMENT

To support the sustainable use of resources, the conservation of fauna and flora and natural ecosystems in the Rooiberg Breede River Conservancy for the benefit of present and future generations through active participation, communication, and information sharing to rural communities.

5) OBJECTIVES

The objectives of the Conservancy shall be:

- a) To generate interest and active participation by landowners in the conservation activities of the Conservancy.
- b) To encourage landowners to protect and manage the environment
- c) To support landowners in understanding and adhering to regulations.
- d) To raise environmental awareness through educational initiatives and knowledge exchange events.
- e) To establish a database of fauna and flora in the conservancy to improve management.
- f) To promote better general security for conservation and livelihoods.
- g) To encourage the conservation and sustainable use of natural resources, which includes water and soil.
- h) To monitor proposed physical development in the area and, registering as an interested and affected party where necessary.

The above objectives will be executed via the Conservancy conservation management plan developed by the Conservancy committee and adopted by its membership.

6) MEMBERSHIP

- a) Membership of the Conservancy shall be open to all persons living, employed or with a conservation-based interest in the Rooiberg Breede River area.
- b) New members will be required to complete a membership application form, which shall be submitted to the Secretary for registration.
- c) Each member shall be entitled to a copy of the constitution and/or shall be referred to a place to where the constitution can be reviewed.
- d) The conservancy shall consist of paid-up members (hereinafter referred to as "members").
- e) Application for membership shall be subject to the completion of an Application form, the payment of membership fees and approval by the Management Committee, where needed.
- f) Membership subscriptions shall be laid down by the Annual General Meeting (AGM).
- g) Payment of a membership subscription constitutes a paid-up member.

- h) Membership shall lapse or be terminated after due notice to this effect has been given in writing by either party.
- i) Membership fees will be subject to approval at the Annual General Meeting (AGM).
- j) Membership fee structures shall be structured according to the following categories:
 - i) Landowners
 - ii) Satellite member
 - iii) Friends of the Conservancy
 - iv) Corporate supporters
- k) Any person or group which applies to be a member of the Conservancy but fails to pay their membership fees within 6 months of such application or subsequent renewal date shall be disqualified from being a member and shall forfeit all rights attached to such membership, unless otherwise arranged with the Conservancy Management Committee.
- l) The Organisation may not give any of its money or property to its members, Management Committee or other office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the Organisation. The payment must be a reasonable amount for the work that has been done.
- m) The Organisation shall:
 - i) Exist in its own right, separately from its members.
 - ii) Be able to own property and other possessions.
 - iii) Be able to sue and be sued in its own name.
- n) Continue to exist even when its membership changes and there are different office bearers.
- o) Appeals against the loss of benefits of membership or against termination of membership should be tabled to the Management Committee for a final decision.

7) MANAGEMENT

- a) The entire management of the Conservancy shall be vested in an elected committee of officers (the "Management Committee"), who shall retire annually at the AGM, but who shall be eligible for re-election.
- b) The Management Committee of the conservancy shall consist of a:
 - i) Chairperson
 - ii) Vice-chairperson
 - iii) Conservancy Manager
 - iv) Secretary
 - v) Treasurer
 - vi) Other elected Management Committee Portfolio Members:
 - (1) Security
 - (2) Membership
 - (3) Education
- c) The Management Committee shall make such rules as are necessary for the efficient operation of the Conservancy.
- d) Members or office bearers of the Organisation do not have rights over things that belong to the Organisation.

- e) The Management Committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the Conservancy.
- f) Office-bearers and members will not be held liable for any of the obligations and liabilities of the Organisation solely by virtue of their status as members or office-bearers of the Organisation.
- g) Office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurred in good faith while the office-bearer is performing functions for or on behalf of the Organisation.

8) FINANCE

- a) The Conservancy financial year shall end 28 February annually.
- b) The Treasurer shall deposit all monies with a Banking Institution approved in terms of the Banks Act. All withdrawals shall be made on the signatures of not less than two (2) authorised committee members.
- c) The Conservancy accounts will be submitted for approval at every AGM.
- d) Funds and investments of the Organisation may only be used for needs which will achieve the objectives of the Conservancy.

9) MEETINGS

a) Annual General Meeting (AGM)

- i) The AGM shall be held annually, not later than 90 days after the financial year-end.
- ii) Members shall be given 14 (fourteen) days' notice of the meeting together with the notice of the Agenda and proposals of considerations thereat.
- iii) The Annual General Meeting notice shall be accompanied by an Agenda of the matters that will be addressed at the meeting. The agenda shall as a minimum include the following matters:
 - Welcome
 - Apologies
 - Verification of a quorum of members
 - Approval of previous AGM minutes and matters arising
 - Review and acceptance of financial statements
 - Presentation of chairman's report and member comments received
 - Review of Conservancy membership status
 - Consideration of resolutions proposed for review and approval at the AGM
 - Resignation of current Management Committee
 - Election of office-bearers
- iv) A quorum shall comprise of 40% members present at the AGM
- v) Minutes of all meetings must be kept safely and always be on hand for members to consult

b) Special General Meeting

- i) A Special General Meeting (SGM) may be called by the Management Committee or upon receipt of a written request therefore signed by not less than 20% members.
- ii) Members shall be given 14 (fourteen) days' notice of the meeting and shall be fully advised of the Agenda and the purpose of the meeting.
- iii) A quorum shall comprise of all members present.
- iv) Minutes of all meetings must be kept safely and always be on hand for members to consult.

c) Management Committee Meeting

- i) Management Committee meetings shall be held as and when required.
- ii) Members shall be given 14 (forteen) days' notice of the meeting.
- iii) Minutes of all meetings must be kept safely and always be on hand for members to consult.

d) Voting

- i) Only paid-up members shall vote.
- ii) At any meeting, the Chairman shall have both an ordinary- and a casting vote.
- iii) Any paid-up members may propose any other paid-up member of the Conservancy present or by proxy to serve as a committee member of the Conservancy at an Annual General Meeting, and where applicable, at a Special Meeting.
- iv) Voting rights at an Annual General Meeting shall be as follows:

Landowners	100% fee (Paid up member)	1 vote per membership
Satellite members	100% fee (paid up member)	Nil
Corporate	100% fee (paid up member)	Nil
Friends	100% fee (Paid up member)	Nil
Co-opted committee members	Nil	Nil

e) Deferment

In the event there not being a quorum present at a given meeting, that meeting shall be deferred for a period of seven (7) days. The number of members present at the reconvened meeting shall constitute a quorum.

f) Proposals

A member, wishing to propose an amendment to the constitution, shall give written notice thereof to the Secretary one month prior to the Annual- or Special General Meeting.

g) Amendments to the Constitution

Changing the constitution, a quorum must be present. Any changes to the constitutions must be tabled at an Annual- or Special General Meeting.

h) Management Committee members Responsibilities

Conservancy Management Committee members shall be responsible for: -

- The calling and execution of Management Committee meetings
- The registration - and liaison with relevant stakeholders and role players
- The formulation and execution of appropriate plans of action to achieve the stated conservancy objectives
- The protection and development of Conservancy assets and information
- The limitation of Conservancy liabilities.
- The maintenance of accurate accounting and financial records in accordance with generally accepted accounting practices.

- The Conservancy Management Committee shall further ensure that:
 - All membership fees are billed and collected so far as possible
 - All funds are banked with a registered commercial bank and reconciled on a regular basis
 - A quarterly financial report is compiled and circulated for review by all the Management Committee members
 - An annual financial report is compiled, approved by the Management Committee, and circulated to all members along with the notice of the Annual General Meeting.

10) DISSOLUTION

The Organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

When the Organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the Organisation. It should be given in some way to another non-profit Organisation that

has similar objectives. The Organisation's general meeting can decide what Organisation this should be.

11) CHANGES TO THE CONSTITUTION

- a) The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- b) Two thirds of the members shall be present at a meeting ('the quorum') before a decision to change the constitution is taken. Any annual general meeting may vote upon such a notion, if the details of the changes are set out in the notice referred to in the previous paragraph.
- c) A written notice must go out not less than fourteen (14) days before the meeting at which changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

12) ADOPTION

Amendments to the Constitution were proposed at a Special General Meeting held on 24 September 2022.

Further amendments were adopted at the Annual General Meeting on 08 March 2024. The adoption of this Constitution was ratified at the Annual General Meeting of 08 March 2024.

Date

Chairman



Rooiberg Breederiver Conservancy

Legend

Map Center: Lon: 19°40'14.9"E
Lat: 33°44'6.2"S

Scale: 1:288 895

Date created: August 25, 2022



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