

ATLANTIS DUNES OFF-ROAD EXECUTIVE (ADORE)

CONSTITUTION

1. NAME

The name of the organisation is: **The Atlantis Dunes Off-Road Executive**, commonly known as **ADORE**, hereinafter referred to as "**the Committee**". ADORE was established during October 2011, and shall be governed by this Constitution.

2. OBJECTIVES

- To be a representative committee for all off-road users of the Witsands Aquifer Nature Reserve, designated for off-road use and termed Atlantis Dunes "Recreational Use Area", inclusive of recreational users (organisations and individuals), commercial users (trainers and guides) and commercial benefactors (accessory and aftermarket sector).

Off-roading is by means of vehicles designed, used or built for travelling off public roads, for example but not limited to 4x4 vehicles, bikes and quads;

- To be the formal Committee interacting with the City of Cape Town and other relevant stakeholders, on behalf of the off-road sector, with strategic and management matters pertaining to the Atlantis Dunes;

- To promote and ensure the long term, responsible and sustainable use of the Atlantis Dunes, specifically for and by off-road users;

- To cooperate with structures that are deemed by the Committee to be relevant to its cause;

- To establish a sustainable method which will ensure the long term viability of this Committee;

- To develop an action plan and or process to counter threats to its mandate posed by authorities, bodies and organisations, in a cooperative manner, based on sound practices, dissemination of relevant information and educational contributions which will as a minimum ensure to the inclusion of off-roading activities within the recreational area within the Witsands Aquifer Nature Reserve, designated for off-road use and termed Atlantis Dunes "Recreational Use Area".

3. MEMBERSHIP

- 3.1 The Committee consists of individual persons nominated by the various bodies and organisations, referred to as affiliate members, who were represented at its inception. This list of affiliates can be adapted from time to time in accordance with the rules and list set out in appendix A.
- 3.2 Organisations or bodies wishing to become affiliates of the Committee shall apply in writing. Membership will be granted at the sole discretion of the Committee according to rules set out in appendix A.
- 3.3 Acceptance of any representative(s) nominated for the Committee by an affiliate member is at the sole discretion of the Committee, provided that relevant motivation is provided.

4 TERMINATION OF MEMBERSHIP

- 4.1 An affiliate member of the Committee may resign by informing the Committee in writing.
- 4.2 The Committee may at its absolute discretion terminate membership of any member provided that 10 (ten) days' notice is given to any member of the Committee's intentions and that such notice contains full reasons for the Committee's intended action. The Committee shall consider any written reply.
- 4.3 Reasons for termination of membership may include (but is not limited to): Proven lack of contribution, frequent non-attendance of meetings, conduct in public or otherwise which has or potentially could harm the reputation and activities of the Committee.
- 4.4 The Committee may at its sole discretion demand an affiliate member to retract a representative on the Committee.

5 MANAGEMENT

The management and control of the committee shall be vested in the Executive Committee consisting of the following officers:

Chairman, Vice Chairman, Secretary, Treasurer and Public Relations Officer.

The Executive Committee may from time to time coopt additional members to the committee to perform specific duties for a specified period

- 5.1 The Committee shall provide everything that it in its sole discretion considers necessary for carrying out its mandate
- 5.2 At Committee meetings 5 members having the power to vote shall constitute a quorum. No members of the Committee shall be represented by proxy
- 5.3 Where issues require immediate action the Executive Committee will have the authority to meet on short notice to make the necessary decisions, provided that all members have been informed of the meeting and of the matter at hand and have been afforded the opportunity to attend.

- 5.4 Unless a General Meeting is in session, the Committee shall represent and act for and on behalf of the affiliates collectively in all matters and for all purposes.
- 5.5 The Committee shall ensure the proper administration of funds in the committee's trust
- 5.6 Fix dates and venues of all General Meetings, Special General Meetings and Committee Meetings.
- 5.7 Cause the minutes of every Committee meeting to be read or, by resolution, taken as read, and if passed, be confirmed at the next such meeting.
- 5.8 Except as provided in Appendix A for Membership matters, decide all questions arising at the meeting of the Committee by majority vote of the Committee members present, and in the event of equality of votes, the Chairman shall have a deliberate as well as a casting vote.
- 5.9 Ensure that all representations are made by the Public Relations Officer or the Chairman or an office bearer or member of the Committee authorised in writing by the Chairman to do so.
- 5.10 In the absence of both the Chairman and the Vice Chairman, the meeting shall be chaired by a Committee member appointed for the task by the Chairman or appointed by a quorum of the Committee present for such a meeting.

6 DUTIES OF THE OFFICERS

The duties of the officers of the Committee shall be:

6.1 THE CHAIRMAN

- 6.1.1 To preside at the meetings of the Committee, to promote generally its aims and to assist in the harmonious working and co-operation of the members.
- 6.1.2 To have a casting as well as a deliberate vote at all General Meetings, Special General Meetings, Committee Meetings and Executive Committee meetings.

6.2 THE VICE CHAIRMAN

- 6.2.1 To assist the Chairman in planning and controlling the affairs of the organisation
- 6.2.2 To assume the duties and responsibilities of the Chairman should the Chairman not be present

6.3 THE SECRETARY

- 6.3.1 To record and keep minutes of all meetings of the Committee.

6.3.2 To reply to correspondence as directed by the Committee

6.3.3 To keep all official documents and archives in safe custody

6.4 THE TREASURER

6.4.1 To administer any funds the Committee may hold in trust. This includes the application of sound accounting practices

6.4.2 To present at each Committee meeting a statement in full of such funds.

6.5 THE PUBLIC RELATIONS OFFICER

6.5.1 To liaise with the local and national press and other suitable vehicles to ensure that the widest publicity is given to the Committee's activities and keep records of all communications pertaining to this.

6.6 OTHER COMMITTEE MEMBERS

6.6.1 Perform duties as may be necessary from time to time

7 MEETINGS OF THE COMMITTEE

7.1 There shall be an Annual General Meeting of the Committee open to all affiliates by no later than April of each calendar year at such time and at such place, as the Committee shall determine. At least 14 (fourteen) days' notice shall be given to members.

Such Annual General Meeting is the forum to present the Chairman's Report, to make representations of matters at hand and to generally exchange ideas in an orderly manner.

Business shall include the election of the Executive Committee.

7.2 The Chairperson of the Executive Committee may at any time call a Special General Meeting of ADORE at his/her discretion and shall call such a meeting within twenty days of receiving a written request from ordinary members to do so, with at least 10 qualifying signatures and giving reasons for the request.

8 RULES AND PROCEDURES AT ALL MEETINGS

8.1 Frequency of meetings

The Executive Committee will meet at least once every quarter.

8.2 Quorum

8.2.1 The quorum at an Annual and/or a Special General meeting of ADORE shall be achieved if at least all Committee members and four affiliate members are formally represented, each with one vote.

8.2.2 The quorum at a meeting of the Executive Committee shall be 3 Executive Members plus any other members to make up a total of 6.

- 8.3 Voting
All questions arising at any meeting shall be decided by a simple majority of those members present and entitled to vote. No person shall have more than one vote, but in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 8.4 Minutes
The Executive Committee and all other committees shall keep minutes, and the appropriate secretary shall enter a record therein of all attendees, proceedings and resolutions.
- 8.5 Official communications
Only the Chairman of the Committee, and a member or members of the Executive Committee appointed by the Chairperson, will be the entitled to make or issue any statement to the media of any matters concerning its business. This must relate to clause 5.9 somehow.

9 INDEMNITY

- 9.1 ADORE is not a legal person and functions within the guidelines set out in this Constitution.
- 9.2 All ADORE members indemnify ADORE against any claims arising from loss, damage, injury, liability or harm.

10 LIABILITY

- 10.1 All individual members act in their own capacity, as individuals and liability will be in that capacity.
- 10.2 ADORE will not be responsible for civil and or criminal actions or omissions that are perpetrated by a member of ADORE, nor responsible for civil and/ or criminal actions against its members.
- 10.3 All and any criminal and civil actions that are instituted against a member of ADORE will be against the member concerned and not ADORE.
- 10.4 Any member who brings U-WATCH into disrepute during the course of his or her duties shall be charged with misconduct

11 ACCOUNTABILITY

- 12 The Committee will be accountable to its affiliate members

13 RESOLUTION OF DISPUTES

Any disputes arise that cannot be amicably resolved by the Executive Committee within 6 weeks will necessitate a Special General Meeting

14 USE AND CONTROL OF ASSETS

The Committee will not possess any assets but may from time to time hold assets or funds in trust for specific projects or purposes.

These funds will; be duly administered by the Treasurer in a transparent manner.

This could be subjected to an audit from time to time.

In such an event the properly appointed auditors shall have the power to report to a General Meeting and to require that a Special General Meeting be convened to deal with any matters raised in their audit.

15 AMENDING THE CONSTITUTION

15.1 Any alterations, additions or amendments to the constitution shall be passed at an Annual General Meeting or a Special General Meeting by a two-thirds majority of a Quorum of eligible members present at that meeting.

15.2 Thirty days' notice of any proposed alternation, addition or amendment shall be given in writing to the Secretary, unless introduced by the Executive Committee; in which case full details thereof should be included in the notice of the meeting.

16 DISSOLUTION OF THE COMMITTEE

16.1 The Committee may be dissolved by a majority vote of a duly constituted Annual General Meeting or a Special General Meeting if:

- it has, by consensus discharged of its mandate and is no longer required

OR

- it is by consensus declared dysfunctional

SIGNED AT.....THIS.....DAY OF.....2016

Chairman

Vice-Chairman

APPENDIX A

This Appendix forms part of the Constitution of ADORE

The Rules contained in here have to do with

- the composition of the Committee
- Rules governing the addition or omission of Affiliates
- List of affiliates

It allows for the composition of the Committee to be altered without the necessity to amend, update and change this Constitution.

Amendments made to the list contained herein are to be added and date-stamped without deletion or removal of any existing content.

1 ORIGINAL AFFILIATES are those bodies or Organisations that are part of the Committee since inception of the Committee and are recorded in List 1

2 CHANGE TO LIST OF AFFILIATES

This can be achieved by 2/3rds majority vote of a meeting with all current affiliates present.

Each affiliate will have one vote, this although more than one individual of each affiliate can serve on the Committee at any given time. Opportunity must be provided by the Committee to the individual representatives on the Committee to consult with their organisations if they so wish prior to the vote taking place.

2.1 New additional affiliate member

This is in the event of a properly constituted organisation or group wants to join as an affiliate member and provides satisfactory motivation
OR

If a suggestion is made from within the Committee with satisfactory motivation to invite such a prospective affiliate and that Invitation is accepted.

2.2 Dismissal of an existing affiliate member

This in the event that the Committee deems an affiliate being no longer desirable as a member, properly motivated in writing and communicated to such a member in writing.

LIST 1

AFFILIATES as of October 2011

Number of Affiliates: 6

AAWDC
Atlantis Dunes Friday Avie Club
Off Road Adventure Club
4x4 Community Forum.
SANOTA
OGATO

Each affiliate has two representatives on the Committee

THE END

Typical amendment

Final draft dated 11 02 2016