



Record as at November 19th, 2014 of the amended Constitution of the
**SEA POINT, FRESNAYE and BANTRY BAY RATEPAYERS AND RESIDENTS
ASSOCIATION**

1 NAME

The name of the Association shall be Sea Point, Fresnaye and Bantry Bay Ratepayers and Residents Association (hereafter the "Association").

1.1 NATURE of ASSOCIATION

The association is a voluntary Association or *universitas personarum* (refer Clause 14).

2 AREA of OPERATION

The Association is authorised to operate in the geographic areas of Sea Point, Three Anchor Bay, Fresnaye and Bantry Bay.

3 OBJECTIVE

The objective of the Association shall be:

- 3.1 to represent the Sea Point, Three Anchor Bay, Fresnaye and Bantry Bay Ratepayers and Residents within the area of operation and shall comprise no fewer than 100 members;
- 3.2 to advance and safeguard the interests of owners and occupiers of properties within the area defined in Clause 2;
- 3.3 to foster and maintain an interest in municipal affairs;
- 3.4 to promote and secure efficient municipal administration, and to protect and promote the interests of members with regard to amenities, services and other municipal matters;
- 3.5 to present the views and opinions of its members to Municipal and Provincial government;
- 3.6 to stimulate, foster and maintain members' interest in Local Government bodies, and to create pride of citizenship;
- 3.7 to co-operate with any other association with similar objectives.

4 MEMBERSHIP

The Association shall have three classes of membership defined as follows:

- 4.1 ORDINARY MEMBER – recruited from ratepayers and adult residents who reside or own property in the membership area in Clause 2.
- 4.2 HONORARY LIFE MEMBER - a person who has rendered outstanding service to the Association and has been granted Honorary Life Membership at an AGM. The notice convening such meeting shall provide details of the proposed life membership.
- 4.3 BODY CORPORATE MEMBERSHIP - shall be made up of all the owners or residents of an individual apartment block or cluster home complex. This form of membership will be

granted to the Body Corporate or Homeowners Association provided all residents or owners have paid their respective SFBRRR annual membership subscriptions in accordance with clause 5 below.

5 SUBSCRIPTIONS

All Ordinary members and Body Corporate members shall be required to pay an Annual Subscription, determined from time to time by the Executive Committee and duly ratified at the Annual General Meeting and the Annual Subscription so determined shall be payable on enrolment and shall cover the period of the current calendar year; and subsequent years must be paid by no later than 30th April of the relevant year.

6 TERMINATION OF MEMBERSHIP

Membership of the Association shall terminate:

- 6.1 Upon the submission of a written resignation addressed to the Secretary, or
- 6.2 When any subscription is in arrears for six months or longer.

7 GOVERNING AUTHORITY

The supreme Governing Body of the Association shall be the members assembled at a General or Special General Meeting and shall be referred to as the Governing authority.

- 7.1 Notwithstanding anything to the contrary contained in this constitution, a duly convened general meeting of the Association at which a quorum is present shall be competent to carry out the objectives of the Association as set out above and to exercise all or any of the powers, authorities, and directives of the Association.

8 EXECUTIVE COMMITTEE

- 8.1 The affairs of the Association shall be managed by an Executive Committee of nine (9) members elected at an Annual General Meeting. All the executive and other powers on behalf of the Association vest in its Executive Committee which exercises its powers on behalf of the Association by way of resolutions adopted at Executive Committee meetings.
- 8.2 Nominations for membership of the Executive Committee must be submitted, in writing, to the Secretary at least 7 days before an Annual General Meeting. Each nomination must be signed by a proposer and seconder and shall contain information as to the name and address of the candidate, as well as his/her occupation. Furthermore, the candidate must signify, in writing, his/her acceptance of such nomination.
- 8.3 The Executive Committee shall, at its first meeting, elect its own Chairperson, Vice-Chairperson, Secretary and Treasurer.
- 8.4 Should any vacancy occur on the Executive Committee during a year, the Executive Committee shall ensure that such vacancy is filled and may co-opt additional committee members to fill vacancies.
- 8.5 The quorum at any meeting of the Executive Committee shall be five members.
- 8.6 The Executive Committee shall have the power to appoint any sub-committee.
- 8.7 The Chairperson, or in his/her absence the Vice-Chairperson, of the Executive Committee throughout shall, ex officio, be a member of all sub-committees.
- 8.8 The convenor of any sub-committee shall be appointed by the Executive Committee.

- 8.9 The quorum at any meetings of a sub-committee shall be one-third of its members, with a minimum of two Members.
- 8.10 The Executive Committee shall meet at least once a month at such a place as it shall from time to time decide.
- 8.11 The Chairperson, or in his/her absence the Vice-Chairperson, may at any time convene a special meeting of the Executive Committee when so requested in writing by any member of the Executive Committee.
- 8.12 Any member of the Executive Committee who fails to attend three consecutive ordinary Executive meetings, of which due notice has been given, without having obtained leave of absence shall be notified, in writing, that he/she forfeits his/her seat on the Executive Committee.
- 8.13 No City Councillor or salaried official or person drawing a salary from the City or any linked partnership, shall be eligible for election to the Executive Committee.
- 8.14 All the outgoing members of the Executive Committee are eligible for re-election and shall automatically be re-elected if no nominations to fill the Executive Committee are received, otherwise an election of office bearers must be held.

9 ANNUAL GENERAL MEETING (also referred to as AGM)

- 9.1 The Annual General Meeting of Members of the Association shall be held no later than 30th April each year. Notice of at least 21 days shall be given to all members of the date on which the AGM shall be held. All AGM's shall be open to the public and media except when otherwise decided by the Executive Committee. The quorum at all AGM's shall be 25 members.
- 9.2 The Chairperson or, in his/her absence, the Vice-Chairperson of the Executive Committee, shall preside at all AGM's.

10 MATTERS TO BE DEALT WITH AT ANNUAL GENERAL MEETINGS

- 10.1 To confirm the minutes of the previous AGM and all Special General Meetings held since the previous AGM.
- 10.2 To consider the Annual Report of the Chairperson.
- 10.3 To consider the Annual Financial Statements.
- 10.4 To elect members of the Executive Committee in terms of Clauses 8.2 and 8.4.
- 10.5 To appoint Auditors for the ensuing year.
- 10.6 To consider any business of which due notice has been given.
- 10.7 For matters of a general nature.

11 SPECIAL GENERAL MEETING (SGM)

- 11.1 The Chairperson, or in his/her absence, the Vice-Chairperson of the Executive Committee, may call a Special General Meeting of members, and shall call the meeting upon the requisition in writing of 20 members.
- 11.2 Notice of at least 21 days shall be given to members of the date on which the Special General Meeting shall be held.
- 11.3 Such notice shall specify the business to be concluded thereat.
- 11.4 All SGM's shall be open to the public and media except when otherwise decided by the Executive Committee.
- 11.5 The quorum at all Special General Meetings shall be 25 members.

- 11.6 The Chairperson or, in his/her absence, the Vice-Chairperson, shall preside at all SGM's.

12 MEMBERS' VOTING POWERS

- 12.1 Subject to the provisions of Clause 12.2 all members shall be entitled to vote on all matters before the Association. No member shall be allowed to vote or stand for office at any General Meeting unless he/she is in good standing and has been a member of the Association for at least three months prior to the date of the meeting. Voting at all AGM's and SGM's and Executive Meetings shall be by a show of hands except in the following circumstances when it shall be by secret ballot:
- 12.1.1 In respect of the election of members of the Executive Committee.
- 12.1.2 Any matters considered by the Chairperson to be private and confidential.
- 12.2 Members shall only be allowed to vote by proxy if and when the Secretary has been notified in writing of such proxy.

13 FINANCE

- 13.1 The financial year of the association shall be the calendar year i.e. 1st January - 31st December.
- 13.2 The Association is a non-profit making organisation and no dividend or other benefit other than here provided shall accrue to any member of the Association or its representative.
- 13.3 The Association may not run a business that includes ordinary trading activities, speculative transactions, or the purchase of property with a view to obtaining rental therefrom.
- 13.4 The Association may derive its income from such sources as it may deem fit subject to the provisions in Clauses 13.5 and 13.6 below.
- 13.5 No profits or gains will be paid out to any person. Funds shall be used exclusively for investment for the account of the Association, and to achieve the objectives for which the Association was constituted.
- 13.6 Funds available for investment may be invested only with Registered Financial Institutions.
- 13.7 All monies not invested in terms of Clause 13.6 above shall be deposited by the Association with a registered bank or other registered financial institution.
- 13.8 All payments drawn against the account of the Association must be agreed to, in writing, by a minimum of three of the four appointed persons nominated by the Executive Committee up to and including an amount of R10 000 and all such payments must be tabled at the subsequent Executive Committee meeting. All payments above R10 000 must be presented, and agreed to, in advance, by the Executive Committee.
- 13.9 An Auditor shall be appointed at the Annual General Meeting. An audited Balance Sheet and a Revenue and Expenditure Account for the year ended on the 31st December in each year shall be submitted to the Annual General Meeting.
- 13.10 Expenses incurred by members of the Executive in the course of their duties will be reimbursed to them from the funds of the Association.
- 13.11 The Association shall not make grants or loans except to persons or bodies wholly or chiefly engaged in activities which further the objectives of the Association.

14 LEGAL IDENTITY & PERSONA

The Association is a *universitas personarum*, an independent legal persona or entity, distinct from the individuals who comprise it, having the capacity of acquiring rights of property, of incurring obligations and of suing or being sued in its own name and having perpetual succession. Neither members nor the Management Committee nor any sub-committee of the Association shall be answerable for the debts, engagements, liabilities or obligations of the Association.

15 INDEMNITY

Subject to the provision of any relevant statute, each member of the Executive Committee and all other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf.

Subject to the provisions of any relevant statute, no member of the Executive Committee or other office bearer of the Association shall be liable for the acts, receipt, neglect or defaults of any other member or office bearer, or for having joined in receipt or other acts for conformity or for another member or office bearer, or for the insufficiency or deficiency of any security in or on which the monies of the Association may be invested or for any loss or damage arising from bankruptcy, insolvency or delictual act of any person with whom any monies, securities or effects are deposited or for any loss or damage caused in any other way, which occurs in the execution of the duties of his or her office or in relation thereto, unless it arises in consequence of his or her dishonesty, or failure to exercise the degree of care, diligence or skill required by law.

The members of the Association shall not be held liable jointly or severally for any debt of the Association.

This Constitution specifically prohibits any member of the Association or member of the Executive Committee from incurring any debt or liability of whatsoever nature on behalf of the Association save and unless when authorised in writing by the full Executive Committee.

16 EXCLUDED SUBJECTS

Party politics or religion shall not be discussed at any meeting of the Association or its Executive Committee.

17 AMENDMENT OF CONSTITUTION

- 17.1 Alterations or additions to this Constitution may only be made by a vote of two-thirds of the members in good standing present at a General or Special General Meeting of the Association.
- 17.2 Notice of any proposed alterations or additions to this Constitution by a member must be given in writing addressed to the Secretary at least 30 days prior to any AGM or SGM and the Executive Committee shall submit its recommendations thereon to such a meeting.

18 DISSOLUTION

- 18.1 The Association may be dissolved if at least two-thirds of the members present and voting at a General Meeting of members convened for the purpose of considering such matter, are in favour of dissolution.
- 18.2 If upon dissolution of the Association there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid or distributed among its members, but shall be given to such other organisations having similar objectives to this Association.

Schedule of Amendments Ratified at the Annual General Meeting on 18 November 2014

In accordance with paragraph 17.1 above, the following resolutions were submitted and ratified:

- i) Paragraph 3.5
To present the views and opinions of its members in Local and Metropolitan government *is replaced by* To present the views and opinions of its members to Municipal and Provincial government;
- ii) Paragraph 4.1
ORDINARY MEMBER – recruited from ratepayers and adult residents who reside in the membership area in Clause 2 *is replaced by* ORDINARY MEMBER – recruited from ratepayers and adult residents who reside or own property in the membership area in Clause 2.
- iii) Paragraph 8.1
The affairs of the Association shall be managed by an Executive Committee of not less than 12 members elected at an Annual General Meeting *is replaced by* The affairs of the Association shall be managed by an Executive Committee of nine (9) members elected at an Annual General Meeting.
- iv) Paragraph 8.2
Nominations for membership of the Executive Committee must be submitted, in writing, to the Secretary at least 7 days before an Annual General Meeting or at the Annual General Meeting *is replaced by* Nominations for membership of the Executive Committee must be submitted, in writing, to the Secretary at least 7 days before an Annual General Meeting.
- v) Paragraph 8.5
The quorum at any meeting of the Executive Committee shall be six members *is replaced by* The quorum at any meeting of the Executive Committee shall be five members.
- vi) Paragraph 13.8
All cheques drawn against the account of the Association shall be signed by any two of four persons nominated by the Executive Committee *is replaced by* All payments drawn against the account of the Association must be agreed to, in writing, by a minimum of three of the four appointed persons nominated by the Executive Committee up to and including an amount of R10 000 and all such payments must be tabled at the subsequent Executive Committee meeting. All payments above R10 000 must be presented, and agreed to, in advance, by the Executive Committee.