

CONSTITUTION OF THE BELVEDERE EAST CIVIC ASSOCIATION

as amended on 18 April 2024

The provisions set out below have been adopted by way of amendment of the existing constitution of the Belvedere East Civic ASSOCIATION and replace in their entirety the provisions of that constitution.

1. NAME

The name of the ASSOCIATION shall be the **Belvedere East Civic Association**. ('BECA') (hereinafter referred to as 'the ASSOCIATION').

2. LEGAL STATUS OF THE ASSOCIATION

- 2.1. The ASSOCIATION is a corporate body (*universitas personarum*) with an identity and existence distinct from its Members and Office-bearers, capable of acquiring rights and incurring obligations, and of suing or being sued in its own name or in the name of its Chairperson *nominee officio*. All processes of law, notices and the like shall be regarded as sufficiently served on the ASSOCIATION if served on the Chairperson.
- 2.2. The ASSOCIATION shall continue to exist notwithstanding changes in the composition of its Membership or Office-bearers.
- 2.3. The ASSOCIATION may apply to register as a non-profit organisation or non-profit company, and PBO (public benefit organisation)
- 2.4. The ASSOCIATION will have its own income tax number and will apply for Tax Exemption status with SARS as part of 2.3.
- 2.5. The Members and Office-bearers of the ASSOCIATION shall have no rights in any property or other assets of the ASSOCIATION solely by virtue of their being Members or Office-bearers.
- 2.6. No assets or income of the ASSOCIATION may be distributed to any of its Members or Office-bearers, except:
 - (a) as reimbursement of actual costs or expenses reasonably incurred on behalf of the ASSOCIATION;
 - (b) as reasonable compensation for services rendered to the ASSOCIATION, provided that such services have been undertaken and such compensation is paid or ratified in terms of specific decisions of the Management Committee of the ASSOCIATION duly made, which must be recorded in the Minutes.
- 2.7. The ASSOCIATION shall be liable only for its own debts and other obligations. Any assistance granted to any person or body, whether corporate or unincorporated, shall not render it liable for any debts or other obligations of such person or body.
- 2.8. Members and Office-bearers shall not be personally liable for any debts or other obligations of the ASSOCIATION.
- 2.9. The management of the ASSOCIATION shall be vested in a Management Committee (hereinafter 'the Committee') consisting of the Chairperson, Secretary, Treasurer and any additional Members, but not to exceed 10 Members on the Management Committee.

- 2.10. The Management Committee may form sub-Committees to assist their portfolio. Such additional sub-Committee Members do not form part of the Management Committee, and do not need to attend Committee meetings, but can be invited to attend, or co-opted onto any sub-committee, by virtue of their contribution, expertise, knowledge, etc. Sub-committee members do not need to be from the BECA area.
- 2.11. All Committee Members should be in good standing with regards to their Membership fees, as well as being compliant to the best of their knowledge, or in the process of compliance, on any issues relating to their property or business in the AREA.
- 2.12. Office-bearers of the ASSOCIATION shall not be liable for any loss suffered by any person as a result of any act or omission committed in good faith while performing their functions for or on behalf of the ASSOCIATION.

3. AREA OF OPERATION

3.1. The AREA of operation of the ASSOCIATION shall be the AREA in Claremont/Rondebosch, Cape Town, bounded by:

- (a) Kromboom Road from Milner Road to the M5 Freeway.
- (b) Milner Road from Kromboom Road to Belvedere Road. Belvedere Road to Chichester Road.
- (c) Chichester Road from Belvedere Road to Garfield Road.
- (d) Garfield Road from Chichester Road to Imam Haron Road.
- (e) Imam Haron Road from Garfield Road to the M5 Freeway.
- (f) M5 Freeway from Imam Haron Road to Kromboom Road.

3.2 But excluding the Erfs incorporated into the Glosderry CID (special rating area), along Imam Haron Road, as incorporated in the Glosderry CID, as amended. (Hereinafter referred to as 'the AREA').

4. OBJECTIVES

- 4.1. The main objective of the ASSOCIATION is to promote, safeguard and strive to represent the interests of the Civic and Business Members of the ASSOCIATION, that are within the AREA, irrespective of race, religious or other beliefs, gender, sexual orientation or political affiliation, that are in the common interest of all neighbours.
- 4.2. The ancillary objectives of the ASSOCIATION include but are not restricted to:
 - (a) Promote adequate and efficient municipal representation of the AREA, liaising with the Ward councillor and the Ward Liaison and other municipal departments;
 - (b) Promote development and advancement of the AREA through the optimal utilisation of resources in the AREA, including the option to top up municipal resources using its own funds;

- (c) Liaise with Businesses in the AREA and beyond the AREA, who service the BECA AREA, to obtain Membership benefits for its Members, and to promote community support of legitimate businesses in the AREA;
- (d) Take action regarding Businesses in the AREA that do not comply with planning regulations, or are of an undesirable nature, or which neighbours are affected by and have noted objections to;
- (e) Report on the condition of municipal infrastructure in the AREA so as to ensure that necessary corrective actions are taken;
- (f) Liaise with its Members regarding improvement of municipal infrastructure in the AREA, and report this to the Municipality for allocation from the Ward Budget, or other, to implement same;
- (g) Preserve the AREA's heritage by, *inter alia*, maintaining and promoting its historical value;
- (h) Build the ASSOCIATION as an effective and inclusive civic ASSOCIATION through communication, and outreach to ratepayers, residents and Businesses, to join the Civic and play an active part in the Civic;
- (i) Raise funds for specific capital-intensive projects undertaken by the ASSOCIATION;
- (j) Liaise with its Members to understand any security or other risks or problematic issues within the AREA, and to develop a plan, including funding, to mitigate such issues;
- (k) Address issues in the AREA concerning:
 - (i) Buildings and Land - signing off of no-objection forms relating to building plans, reporting of problem buildings, vacant buildings, the existing and future use of land, and allied;
 - (ii) Parks - the development and use of parks, cleanliness, appearance, health and safety, maintenance of infrastructure, and vegetation, pathways, fencing, and allied. The parks in the AREA include Choo Choo Park, Laurier Park and Treehaven Park.
 - (iii) Transport, Traffic, Roads – including but not limited to reporting of traffic calming measures, speeding, signage, flooding, infrastructure damage, and allied;
 - (iv) Raise awareness amongst Members how to report problems to the municipality;
 - (v) Electrical, Health, Refuse, Stormwater and Flooding, Water and Sanitation – escalation of issues reported by Members and not resolved, and allied;
 - (vi) Promoting of social development and awareness in the AREA, utilising other role players involved in this sphere to address any issues , and allied;
 - (vii) Other matters arising from time to time that are of general interest or concern to ratepayers or residents.

4.3. The ASSOCIATION shall not have any party-political affiliation, nor will it allow any Political Agendas of any kind to be discussed by any City Officials or other persons at any Public Meeting of the ASSOCIATION.

5. POWERS

Subject to the particular provisions of this constitution and all applicable law, the ASSOCIATION shall have all the powers reasonably required for achieving its main and ancillary objectives, including but not limited to the power to:

- 5.1. Elect Office-bearers to manage and conduct the affairs of the ASSOCIATION;
- 5.2. Procure, source, canvas, and receive annual Membership subscriptions, donations, grants and other revenues;
- 5.3. Open and operate any accounts or cards in the name of the ASSOCIATION with any registered bank in South Africa;
- 5.4. Invest any savings in the name of the ASSOCIATION with any registered financial institution in South Africa;
- 5.5. Contract with and pay any person for services rendered, goods or premises hired, or for necessary purchases and overheads made in pursuance of the objectives of the ASSOCIATION;
- 5.6. Authorise any person in writing to act on behalf of the ASSOCIATION in relation to any specific matter, subject to express limits as to the duration and scope of that agent's authority.

6. FINANCES

- 6.1. The ASSOCIATION must apply all its assets and income (after provision for expenses), however derived, to advance its objectives as set out in this constitution.
- 6.2. The financial transactions of the ASSOCIATION must be conducted by means of a banking account, provided that the Treasurer may hold (and must regularly account for) a petty-cash float not exceeding R2,500.00, or any other amount decided in writing by Minutes of a Committee Meeting, to be used for minor necessary purchases and other expenses of the ASSOCIATION.
- 6.3. All financial banking or card transactions of the ASSOCIATION, exceeding an invoiced amount of R2,500.00, or any other amount as amended from time to time in the Minutes held of any Committee Meeting, apart from petty-cash expenditures as contemplated above, require formal authorisation by a majority decision recorded in the Minutes of a Committee meeting, or by electronic means which can be ratified and reduced to writing at the next Committee meeting, one of whom must be either the Chairperson or the Treasurer.
- 6.4. All financial transactions below the amount in 6.3, can be approved by the Treasurer informally with the Chairperson, provided these expenses are within the budgeted expenses for the year.
- 6.5. Any capital-intensive projects above R5,000.00, must have at least 2 quotes obtained, and a majority vote of the Committee will determine the vendor to be used, after the necessary due diligence, by a suitably qualified Member, has been reported on to the Committee.
- 6.6. If an Office-Bearer or Management/ Sub-Committee Member has an interest in any quotation mentioned in 6.5, they may not partake in decisions regarding awarding of the contract to the vendor.

- 6.7. The financial year of the ASSOCIATION is 1 July to 30 June. The Committee may decide to change the financial year end to align with the tax year end.
- 6.8. Within six months after the end of each financial year, the ASSOCIATION shall cause financial statements to be drawn up including at least a statement of its income and expenditure, and a balance sheet showing its assets, liabilities and financial position as at the end of that financial year, by a professionally registered person in good standing with their accounting body, or any competent person. Such financial statements must be drawn up in regard to its legal status, NPO status, and duties towards SARS, as well as transparency for its Members.

7. MEMBERSHIP

- 7.1. Membership is open to Property Owners, Residents of Property, (18 years and over), and Businesses operating in the AREA, as well as Businesses outside the AREA who service the residents of the AREA.
- 7.2. For the sake of clarity, there can only be one vote per property, priority to the owner, if both owner and tenant are members.
- 7.3. Existing Members of the ASSOCIATION continue as such unless and until otherwise provided in this constitution. For the sake of clarity, once a property owner or resident or Business that was previously in the AREA, leaves the AREA, they cease to be a Member with immediate effect.
- 7.4. At the discretion of the Committee, Members may be asked to provide proof of ownership, residency, or otherwise within the BECA AREA; and complete a Membership registration form.
- 7.5. Any juristic person or trust may appoint one natural person to be their representative, in writing, whose authorisation continues until notified in writing of its termination.
- 7.6. Membership commences once payment of the relevant joining fee and Membership subscription reflects in the bank account of the ASSOCIATION.
- 7.7. All new Members are bound by the terms of the Constitution.
- 7.8. A monthly list of new Members and/or number of Members, shall be presented to the Committee, and total numbers minuted accordingly.
- 7.9. No Membership shall be rejected, unless a valid security or other concern is raised; which must be discussed by the Committee and then with the prospective Member to attempt a conciliatory resolution.
- 7.10. The Treasurer must record the payment of the new Member's subscription, and prior to the AGM, together with the Membership Committee Member, must produce a list of paid-up Members, in order to validate voting eligibility. Only paid-up Members can vote. The notice of AGM should include a cut-off date for payments to reflect in the bank account of the ASSOCIATION, at the discretion of the Committee.
- 7.11. Members may be issued with a Membership card or similar, for identification purposes and for use in any Membership Benefits programme that may be initiated. Any charges for initial cards or replacement cards will be at the decision of the Committee.

- 7.12. Members accept that all notices and other written communications from the ASSOCIATION shall be deemed to have been received by them if sent electronically to their email address, or, in the absence of an email address, if sent by hand or post to their physical address most recently provided in writing to the ASSOCIATION. It is the duty of the Member to advise the ASSOCIATION of any changes to their contact details.
- 7.13 Members are entitled to privacy protections in terms of the Protection of Personal Information Act of 2013, as amended. Specifically, the identity and contact information of members is not to be divulged to third parties without the member's permission.

8. MEMBERSHIP : SUSPENSION AND EXPULSION

8.1. Any Member who:

- (a) Intentionally acts in breach of this constitution; or
- (b) Refuses or persistently neglects to comply with any duly adopted resolution of the ASSOCIATION or of the Committee; or
- (c) Commits any act of dishonesty when conducting any business or other affairs of the ASSOCIATION; or
- (d) Misappropriates any assets of the ASSOCIATION; or
- (e) Brings the ASSOCIATION into disrepute by virtue of their actions or omissions; or
- (f) Acts in a perceived violent or perceived abusive manner towards any other Members of the ASSOCIATION, or Committee Members, and fails to refrain from doing so, after being requested to; or
- (g) Engages in behaviour intended or calculated seriously to disrupt any proceedings of the ASSOCIATION; or
- (h) Engages in conduct which, in the reasonable opinion of the Committee, is calculated to obstruct or prevent it from effectively fulfilling its objectives as stated in this constitution, or which obstructs or prevents other Members from freely participating in the affairs of the ASSOCIATION;

may, after being given a fair opportunity to be heard by the Committee, or by a sub-Committee formed by the Committee for the purpose, be suspended or expelled from Membership of the ASSOCIATION. The suspension or the expulsion period is at the discretion of the Committee, and can be reviewed, if requested to do so.

9. MEMBERSHIP SUBSCRIPTIONS

- 9.1. Every Member shall pay to the ASSOCIATION an annual Membership subscription for the relevant financial year.
- 9.2. **New Members** must pay a once-off joining fee, to be determined by the Committee annually, as well as their pro rata Membership subscription up to 30th June.
- 9.3. The ASSOCIATION may have different tiers of Membership, and different classes of Membership.

- 9.4 The Chairman and/or the Committee may use its discretion to waive the Joining and/or Membership fees in special circumstances such as, but not limited to, age, personal loss, personal circumstances, affordability, etc, or may call for sponsorships for said persons. Such Members' names should be recorded in the Minutes of Committee meetings, for transparency.
- 9.5 The amount of the joining fee and the annual subscription must be calculated prior to the ASSOCIATION'S year-end, and submitted for approval to the Committee, and ratified in the Minutes. The Membership Subscriptions should be based on the budget. The budget should cover operating expenses, building of reserves, and future projects, capital or otherwise, to be undertaken by the ASSOCIATION.
- 9.6. The Reserves to be accumulated should be aimed at being 25% of the Membership subscriptions invoiced during any financial year.
- 9.7. The liability of each Member to the ASSOCIATION shall be limited to the amount of their own Membership subscription, plus any other debt or obligation to the ASSOCIATION that the Member may personally have incurred.
- 9.8. The annual Membership subscription becomes due and payable at the commencement of each financial year, and should be settled on receipt of the invoice, wherever practical.
- 9.9. Members who have not paid the annual Membership subscription may not participate in proceedings of the ASSOCIATION and may not vote until their arrears have been paid up.
- 9.10. Members who have remained in arrears for more than ninety (90) days, cease to be Members of the ASSOCIATION and may be removed from the Membership groups and register of Members, if all measures taken to retain Membership, have failed.
- 9.11. The Membership list is not a public document.
- 9.12. A Member's Membership terminates automatically when ceasing to own or occupy immovable property or a Business within the AREA.

10. MANAGEMENT COMMITTEE :

- 10.1. The existing Committee shall continue in office until the next Annual General Meeting.
- 10.2. The Committee must meet at least six times in each financial year. Meetings of the Committee shall be convened by or at the direction of the Chairperson. In the event of the death, illness or other incapacity of the Chairperson, the Secretary or Treasurer may with the concurrence of at least one other Member of the Committee convene a meeting.
- 10.3. Members of the Committee must be given reasonable notice in advance of the date, time and venue of the meeting but may individually waive their right to such notice in respect of any particular meeting.
- 10.4. Meetings of the Committee may be held wholly or partially by electronic communication, provided that:

- (a) all persons participating in the meeting are able to communicate concurrently with each other, without reliance on an intermediary, and participate in a manner that is reasonably effective;
- (b) the notice of a meeting at which it will be possible for the persons concerned to participate by way of electronic communication shall inform such persons accordingly and shall provide any necessary information to enable them to access the meeting by means of electronic communication.
- (c) Notwithstanding the above, any type of poll or other method, may be used to make decisions that are needed, at times other than at an official meeting, provided that these are reduced to writing at the next Committee meeting.

10.5. Representation of Committee Members by proxy at meetings shall not be allowed.

10.6. **QUORUM AT COMMITTEE MEETINGS:**

A quorum is constituted by at least half of the Members of the Committee being present in person, either physically or via electronic communication as contemplated in 10.4 above; provided that if, by reason of resignations or otherwise, the number of Committee Members eligible to participate in its proceedings falls below the number necessary to constitute a quorum, the remaining Member(s) shall:

- (a) convene a Special General Meeting in order to have a new Committee elected as would ordinarily occur at an Annual General Meeting (which new Committee shall then hold office until the next Annual General Meeting); and
- (b) having given notice of such a Special General Meeting, and pending the election of a new Committee, have the power to make such decisions as the Committee could make that are needed urgently for the preservation of the ASSOCIATION's assets and/or for the avoidance of liabilities which might otherwise arise.

10.7. The Chairperson conducts and controls the meetings of the Committee and declares the result of any voting that takes place in Committee meetings.

10.8. **COMMITTEE DECISION MAKING:**

The following provisions govern decision-making by the Committee:

- (a) A reasonable opportunity must be afforded to those present for discussion and debate before any resolution is adopted at a meeting.
- (b) On any issue requiring a decision, the consent of the majority present at a duly convened meeting and eligible to participate in the decision shall be required unless, in the case of an equality of votes, a 'casting' vote is exercised as provided in 19.2 below. Voting shall be by show of hands and the outcome recorded in the Minutes. Any Member of the Committee may request that the individual votes be specifically minuted.
- (c) A round robin resolution shall be as valid as if passed at a duly convened meeting of the Committee provided such resolution is supported in writing by a majority vote of all the Members of the Committee eligible to participate in the decision. Unless stated to the contrary in the resolution itself, a round robin resolution shall be deemed to have been passed as at the date of the last assent thereto. A round robin resolution may be recorded in a single document

or in several documents, as may be found convenient. The assent of a Committee Member may be recorded by handwritten signature or by such other secure means of communication, including intranet, internet, email, fax, e-mail, WhatsApp, Telegram, or in such other manner as the Chairperson may regard as acceptable.

- (d) A round robin resolution conducted and approved electronically, must be minuted as approved, at the next Committee meeting.

10.9. CONFLICT OF INTEREST :

Whenever any Member of the Committee has, or expects to have, a personal interest directly or indirectly in a transaction or other matter due to be considered or decided which is other than or significantly greater than the general interest of the Members of the ASSOCIATION therein, the following provisions relating to conflicts of interest shall apply:

- (a) A personal interest here includes the interest of a family Member or business associate, as well as of any other organisation or entity in which the Member is involved.
- (b) The Member having the conflict of interest must promptly:
 - (i) declare it to the Committee; and
 - (ii) make full disclosure in good faith of all relevant facts and circumstances affecting such interest.
- (c) Following such declaration and disclosure, the Member concerned must be recused from any decision in regard thereto, and may, at the discretion of the Committee be asked to be recused from discussions regarding thereto.
- (d) All material details of the transaction or other matter, of the disclosure by the Member having the conflict of interest, and of the discussions leading up to any decision of the Committee relevant to the transaction or other matter, must be minuted.

10.10. SUB-COMMITTEES :

10.10.1. The Committee may appoint additional Sub-Committees from among Members of the ASSOCIATION (or externally) to deal with such matters within its powers as it may delegate to them by formal resolution or documented in Minutes of the main Committee.

10.10.2. The Sub-Committee must report back to the Member of the Main Committee holding that portfolio, who will provide feedback to the Main Committee, or directly to the Committee.

10.10.3. The Member on the Main Committee will be responsible for managing the Sub-Committee, and the Sub-Committee will only act with the permission of the Main Member of that portfolio, or if there is no Main Member, then under the auspices of the Main Committee.

10.10.4 Any representation by a Sub-Committee to an external party must be accompanied by a letter of authority, detailing the scope and powers of that sub-committee member/s to act on behalf of the ASSOCIATION.

11. OFFICE-BEARERS and their DUTIES

- 11.1. All Members of the Committee must strive to always promote the best interests of the ASSOCIATION.
- 11.2. **The Chairperson**, as leader of the ASSOCIATION, chairs all the ASSOCIATION's meetings that s/he attends. In the absence of the Chairperson, the Members present at a meeting and eligible to participate in its proceedings must elect a Chairperson for that meeting from among themselves.
- (a) **The Chairperson must:**
- (i) work in close co-operation with the Treasurer and Secretary.
 - (ii) ensure that meetings take place regularly and are conducted efficiently, as set out in this constitution.
 - (iii) keep good order at meetings, while allowing effective expression of contending views, and ensure fluidity, harmony, respect and a general good spirit, at meetings, without overbearing governance affecting the atmosphere at meetings.
 - (iv) Take into account the personal and family issues of the Committee Members and attempt to accommodate their requests and changing circumstances, in the execution of their duties, or attendance of meetings.
 - (v) sign Minutes which have been approved as accurate.
 - (vi) generally, supervise and keep a check on the ASSOCIATION's affairs.
 - (vii) ensure that the provisions of 6 above regarding finances are observed.
 - (viii) ensure that the Committee considers and approves the Annual Budget and the Annual Financial Statements, before they are submitted to an Annual General Meeting.
 - (ix) ensure that records of the ASSOCIATION are properly maintained, or to engage the services of a person who can maintain the records of the ASSOCIATION.
 - (x) prepare the Chairman's annual report for submission to the Annual General Meeting.
 - (xi) sign funding and other agreements which have been approved by resolution of the Committee and incorporated in the Minutes or other permanent records of the ASSOCIATION.
 - (xii) deal appropriately with any violations of this constitution by Members.
 - (xiii) represent the ASSOCIATION in making any public statement on its behalf.
 - (xiv) carry out any lawful instructions of the Committee from time to time in order to exercise the powers of the ASSOCIATION.
- (b) The Chairperson may:
- (i) attend and take part in any discussions in sub-Committees of the ASSOCIATION.
 - (ii) ask any other Member of the ASSOCIATION or other person to undertake tasks for the benefit of the ASSOCIATION; provided that no powers may be delegated to such Member or other person, and that no agent may be appointed to represent the ASSOCIATION without this having been duly authorised by the Committee.
 - (iii) Assist any other Committee Member with their functions

11.3. **The Treasurer** must:

- (a) keep proper records of the receipts, expenditures and all other financial transactions of the ASSOCIATION, including filing of invoices and paperwork relating thereto.
- (b) assisting and recommending the opening of investment or other accounts to obtain the best returns on funds on hand;
- (c) be a suitably qualified person, or under the guidance of a suitably qualified person or the Chairperson, at the least;
- (d) Should (c) not be available, the Committee can decide to outsource this function to a competent person at a market related fee;
- (e) Sign, and stamp (if a stamp is available), and issue sequential receipts for cash money that the ASSOCIATION receives, keeping and filing a copy of every receipt issued, or retaining completed receipt books for a period in line with SARS requirements;
- (f) maintain a list of any donors; and issue an invoice or similar to each donor, that complies with relevant legislation.
- (g) record the receipt of Members' subscriptions, within the electronic accounting package or otherwise, and maintain a list of Members whose subscriptions are outstanding, and take steps to ensure the efficient collection of such subscriptions;
- (h) from the funds of the ASSOCIATION and subject to 6 above, ensure payment of the ASSOCIATION's accounts and other debts when they are due and payable;
- (i) ensure that the ASSOCIATION does not incur debts beyond its means;
- (j) keep a Fixed Assets Register, in an appropriate manner, detailing the assets of the ASSOCIATION, including recording of serial numbers, and invoice details, and save this information online or place this list as new entries are made, in a separate file with a copy of the invoice of each item in the Fixed Asset Register;
- (k) present an interim financial report to the Committee at each Committee meeting;
- (l) prepare, or assist to have the ASSOCIATION'S annual financial report prepared, to present to the Annual General Meeting.

11.4. **The Secretary** is responsible for ensuring that the ASSOCIATION'S administration runs smoothly, and must:

- (a) work closely with the Chairperson;
- (b) keep proper records and Minutes of all meetings by electronic or other means and record these Minutes to be distributed prior to the next Committee meeting, or as otherwise requested;
- (c) keep some form of prenumbered format of Committee protocols or resolutions that have been made, have these available at each meeting for reference purposes;
- (d) deal with the general correspondence that the ASSOCIATION receives by email/ other or sends by email/other, other than correspondence sent specifically to portfolio Committees; and forwards on to the relevant portfolio Committee to attend to
- (e) ensure that the Membership register is kept up to date. If an electronic accounting package is in use, the Treasurer can present the list to the Secretary.

- (f) The Secretary must ensure that all Membership forms with any applicable supporting documents have been received, and follow up outstanding information.
- (g) prepare and send out notices and agendas of all meetings of the ASSOCIATION;
- (h) keep the elected public representatives as well as the Members of the Committee informed of the business of the ASSOCIATION by way of Minutes and notices;
- (i) prepare the Minutes of every meeting ideally immediately after each meeting, to preserve accuracy and content of the meeting, and submit same to the Chairperson and the Committee;
- (j) take such other steps as may be expressly required of the Secretary in terms of this constitution.

11.5. In the event of the Secretary not attending a Committee meeting or general meeting of the ASSOCIATION, the Committee Members present must appoint a Minute Secretary for that meeting from among themselves.

12. ANNUAL GENERAL MEETING

12.1. During each financial year, the Committee must convene an Annual General Meeting of the Members of the ASSOCIATION.

12.2. Not less than fourteen (14) calendar days' notice of such meeting shall be given to Members, as provided in 7.11 above, via electronic or other means

12.3. The notice must be accompanied by:

- (a) the date, time and venue for the meeting;
- (b) the agenda;
- (c) the draft Minutes of the preceding Annual General Meeting and of any Special General Meeting that has been held in the interim;
- (d) a report by the Chairperson of the ASSOCIATION;
- (e) a copy of the most recent Annual financial statements of the ASSOCIATION, or similar if the Annual financial statements are not ready due to a non-controllable circumstance.

12.4. The ordinary business of the Annual General Meeting shall be to:

- (a) consider and adopt or reject:
 - (i) the Minutes of the preceding Annual General Meeting (which may be adopted with corrections);
 - (ii) the Minutes of any Special General Meeting which has been held in the interim (which may be adopted with corrections);
 - (iii) the Chairperson's report;
 - (iv) the financial statements (if not previously approved by a general meeting);
- (b) elect the Management Committee consisting of the Chairperson, Treasurer, Secretary and up to 7 (seven) additional Members of the Committee to take office with effect from the conclusion of the meeting;
- (c) consider and adopt or reject, with or without amendment, any resolution of which notice has been duly given; provided that no resolution shall be adopted which has the effect of usurping or obstructing the exercise by the Committee or by Office-bearers of their powers or the performance of their duties in managing and controlling the affairs of the ASSOCIATION in terms of this constitution;

- (d) give advice, not being a resolution, on matters falling within the objectives of the ASSOCIATION for further consideration by the Committee.
- 12.5. Notice of any resolution to be proposed at the Annual General Meeting, other than ordinary business, must be lodged with the Secretary in writing at least seven (7) days before the date fixed for such meeting.
- 12.6. Members of the Committee continue in office until replaced by election in terms of 12.4 (b) above and 12.7 below.
- 12.7. **ELECTION OF MANAGEMENT COMMITTEE:**
- (a) The Chairperson, Secretary and Treasurer shall be eligible for re-election to those positions without nomination. Other Members of the ASSOCIATION may stand for election to those positions if nominated as provided in (b) below.
- (b) All Members of the ASSOCIATION may stand for election as Chairperson, Secretary or Treasurer or as an additional Member of the Committee provided that, subject to (c) below, they have in each case been nominated in writing by two other Members and have accepted the nomination in writing.
- (c) All nominations for the Committee shall be delivered to the Secretary not less than seven (7) days before the Annual General Meeting, save that the Chairperson of the meeting may, with the consent of a majority of Members at the meeting, permit additional nominations from the floor.
- (d) Members may accept nomination for more than one position on the Committee, but may be elected to only one position in the manner stated in (e) and (f) below.
- (e) The election of the Committee shall take place in the following sequence:
- (i) the position of Chairperson;
 - (ii) the position of Treasurer;
 - (iii) the position of Secretary;
 - (iv) the position of additional Member.
- (f) Once any position has been filled by election, the nomination of that person for any other position shall fall away. Where a Member has been elected as above to the position of Chairperson, Treasurer or Secretary, any nomination of a Member for the position of additional Member whose eligibility for Membership is as owner or lessee of the same immovable property as the person elected shall also fall away.
- (g) At least two scrutineers shall be appointed at the Annual General Meeting by open nomination and shall, through the Chairperson, declare the results of each election as soon as possible during the meeting.
- (h) In the election of the Chairperson, Treasurer and Secretary, the respective incumbent shall in each case inform the meeting whether or not they are willing to be a candidate for election to the office concerned. If an incumbent is absent from the meeting and has furnished an apology, that absence does not preclude their re-election.
- (i) Where there is more than one candidate for the position of Chairperson, Treasurer or Secretary, the election shall be held by ballot; if there is only one candidate, that candidate shall be declared duly elected.
- (j) Where there are more than seven (7) candidates for the positions of additional Member of the Committee, the election shall be held by ballot. If only seven or

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fewer than seven Members are nominated to be additional Members of the Committee, those nominated for these positions automatically become Members of the Committee, and the incoming Committee may fill any vacant additional position(s) by co-option from among the Members of the ASSOCIATION.

- (k) If any vacancy arises within the Committee between Annual General Meetings, the remaining Members of the Committee may fill that vacancy by co-option from among the Members of the ASSOCIATION.
- (l) In the event of the prolonged inability of the Chairperson, Treasurer or Secretary to carry out their respective duties, or in the event that their Membership is terminated by resignation or otherwise, the remaining Members of the Committee may appoint a replacement in an acting capacity from among their number including from among those co-opted as the case may be. Such a replacement shall have all the same powers and responsibilities within the ASSOCIATION as the person replaced.
- (m) No Member of the Committee shall be absent for more than three consecutive ordinary meetings of the Committee without leave of absence; provided that the Committee may grant a Member leave of absence for not more than four (4) consecutive ordinary meetings of the Committee. Any Member of the Committee who is absent from more than three consecutive ordinary meetings without leave of absence shall *ipso facto* cease to be a Member of the Committee.

13. SPECIAL GENERAL MEETINGS

- 13.1. The Committee may at any time call a Special General Meeting of Members of the ASSOCIATION by giving not less than fourteen (14) days' notice of such meeting as provided in 7.11 above. The notice must specify the object for which the meeting is called.
- 13.2. The Committee shall in like manner call a Special General Meeting upon receipt of a requisition signed by twenty (20) percent of the ASSOCIATION specifying the object for which such meeting is to be called.
- 13.3. The object for which any Special General Meeting is called must fall within the scope of the objectives of the ASSOCIATION and the powers of the Committee as set out in this constitution.
- 13.4. Once the business of the Special General Meeting has been concluded, any other business may be discussed with Members under the banner of a General meeting, to be minuted. The agenda of the General Meeting should also be included with the agenda of the Special General Meeting, if applicable.

14. QUORUM AT ANNUAL AND SPECIAL GENERAL MEETINGS

- 14.1. A quorum for an Annual General Meeting or a Special General Meeting shall be 20 paid-up Members; provided that, in the case of an Annual General Meeting or Special General Meeting called by the Committee, if no quorum be present within thirty (30) minutes after the time fixed for the meeting, the meeting shall be adjourned to the same day and hour of the following week and at such adjourned

meeting the Members present shall be deemed to be a quorum for the transaction of all business at the meeting.

- 14.2. In the case of a Special General Meeting, called by requisition of Members, if no quorum be present, it shall be dissolved.

15. ADJOURNMENT OF GENERAL MEETINGS

The Chairperson of any general meeting may, with the consent of the majority of Members present, adjourn the same from place to place and from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. VOTING AT GENERAL MEETINGS

- 16.1. Except in the case of the election of Members of the Committee as provided in 12.7 above, every question submitted to a general meeting shall be decided by a show of hands unless the Chairperson thereof calls for a ballot.
- 16.2. Members shall have one vote each. Ownership, or occupation as lessee, of more than one property in the AREA shall not entitle a Member to any additional vote.
- 16.3. Proxies shall be allowed, but no Member shall hold more than 3 (three) proxies. For a proxy to be valid, the Proxy must be in writing from an ELIGIBLE member to an ELIGIBLE member, and received by the Secretary before any cut-off date.

17. AMENDMENT OF THE CONSTITUTION

- 17.1. This constitution may be amended by resolution of a two-thirds majority of the paid-up Members present in person, or by proxy, at a Special General Meeting or Annual General Meeting.
- 17.2. No resolution to amend the constitution shall be considered unless written notice of the proposed changes has been given to each Member at least fourteen (14) calendar days before the date of the relevant Annual General Meeting or Special General Meeting.
- 17.3. Where an amendment to the constitution is proposed by Members of the ASSOCIATION and not by the Committee itself, the proposed resolution in writing, signed by two Members as proposer and seconder respectively, must be submitted to the Secretary not less than twenty-one (21) days before the relevant Annual General Meeting or Special General Meeting, so that the Secretary can give the notice to Members contemplated in 17.2 above.

18. MINUTES

- 18.1. Minutes must be kept of all meetings, including a record of the number and names of those present, any decisions taken and the voting (if any) thereon.
- 18.2. Minutes must be kept either electronically or in minute books, and any such Minutes or extracts therefrom, signed by the Chairperson and the Secretary, shall be received as *prima facie* evidence of the matter stated therein.

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19. GENERAL PROVISIONS

- 19.1. The venue for any general meeting of the ASSOCIATION shall be within the AREA, or within reasonable proximity, if no suitable venue is available within the AREA.
- 19.2. At any general meeting or Committee meeting of the ASSOCIATION where voting takes place and there is an equality of voting on any issue requiring a simple majority, the Chairperson of the meeting shall have an additional 'casting' vote.
- 19.3. No Member of the ASSOCIATION shall directly or indirectly accept any gift, reward or favour whether in money or otherwise as a consideration for voting in a particular manner on any matter before the ASSOCIATION, its Committee or any sub-Committee.
- 19.4. Any gifts, promotions, benefits, of any nature, in kind or otherwise, should be declared in an Annual Register to be kept for such purposes, where such benefit exceeds R500.00 to an Office-Bearer or Committee Member, at any one time. This register shall be open to all paid-up Members to view, at the Annual General Meeting.
- 19.5. **DEFINITIONS :**
Unless the context otherwise requires, any reference in this constitution to:
- (a) the number of Members or to a majority of Members shall be deemed to refer only to Members eligible to participate in proceedings of the ASSOCIATION at the relevant time;
 - (b) 'eligible' in 19.5 (a) refers to the Member's subscription and joining fees having been paid-up, and the Member in good-standing (not under any suspension)
 - (c) 'days' means calendar days;
 - (d) the singular shall include the plural and vice versa.
 - (e) any figures mentioned herein, shall increase annually by a rate of at least 6% (six percent) to account for inflation.
- 19.6. No Member of the ASSOCIATION shall be allowed to carry or display a firearm or other weapon at any meeting of the ASSOCIATION, its Committee or any sub-Committee.
- 19.7. The accidental omission to send to any Member any notice required by this constitution or any accidental delay in doing so, shall not invalidate the proceedings to which the required notice relates.
- 19.8. All acts performed in good faith by the Committee, a sub-Committee, or by a person acting in the capacity of a Member of the Committee or a sub-Committee shall be deemed to be effective and valid, notwithstanding that it may afterwards be discovered that there existed some formal defect in the appointment of the person acting as aforesaid, or that any of them were disqualified or had vacated office.

20. AMALGAMATION AND DISSOLUTION

- 20.1. The ASSOCIATION may amalgamate with any other civic ASSOCIATION having similar objects, provided that –

- (a) the decision to do so is made by resolution of a two-thirds majority of the Members present and eligible to vote at any Annual General Meeting or Special General Meeting;
 - (b) the provisions of 17.2 and 17.3 shall apply *mutatis mutandis* to the notice given of the meeting and the resolution to amalgamate;
 - (c) the proposed constitution of the amalgamated ASSOCIATION is included with the notice given to Members and adopted in terms of the resolution concerned;
 - (d) the Committee of the ASSOCIATION shall remain in office until and solely for the purpose of giving effect to the decision to amalgamate.
- 20.2. The ASSOCIATION may be dissolved by the resolution of a three-quarters (75%) majority of the Members present and eligible to vote at any Annual General Meeting or Special General Meeting, provided that –
- (a) the provisions of 17.2 and 17.3 shall apply *mutatis mutandis* to the notice given of the resolution to dissolve;
 - (b) any asset remaining after all the liabilities of the ASSOCIATION have been met shall be transferred to another civic ASSOCIATION or any non-profit organisation having objectives similar to those of the ASSOCIATION as the resolution to dissolve may indicate;
 - (c) Notwithstanding the decision to dissolve, the Committee of the ASSOCIATION shall remain in office until and solely for the purpose of giving effect to the decision to dissolve.

This constitution was duly adopted at a Special General Meeting of Members of the ASSOCIATION held at Batavia School on 18 APRIL 2024
Claremont

Chairperson: [Signature] Secretary: [Signature]

Date of signature: 2 June 2024 Date of signature: 2 June 2024

WITNESS

1. CAPE TOWN, 1/6/2024 [Signature] MAX SCHABLITZKY
2. Cape Town 1-6-2024 [Signature] LESLEY HART