



## CONSTITUTION OF THE ~~ROOI-ELS~~ROOIELS RATEPAYERS ASSOCIATION

### 1. Name and ~~Vision~~registration

1.1. The name of the Association shall be "The Rooiels Ratepayers' Association" (hereinafter referred to as the Association or ~~THE ROOI-ELS RATEPAYERS ASSOCIATION~~ (RERA)).

~~1.1.1.2.~~ The Association is registered as a Non-Profit Organisation with the Department of Social Development as "Rooiels Ratepayers Association (RERA); registration number 063-214 NPO.

~~1.1. The Associations Vision for Rooi-Els is the creation and maintenance of an ecologically well-balanced area in which indigenous flora, fauna, marine life and humans coexist and thrive in harmony.~~

### 2. Vision

~~The Associations Vision for Rooi-Els is the creation and maintenance of an ecologically well-balanced area in which indigenous flora, fauna, marine life and humans coexist and thrive in harmony.~~

2.1. The vision of the association (RERA) is to be an umbrella body for the ratepayers of Rooiels and surrounding smallholdings where the interests of ratepayers can be advanced collectively and directly with all spheres of government.

### 3. Definitions

3.1. In this constitution all words or expressions importing the masculine gender shall include the feminine; words signifying the singular shall include the plural and vice versa; and, unless the context otherwise expresses, the following expressions shall have the meanings indicated hereunder:

3.2. "Association" shall mean the "Ratepayers' Association of Rooiels".

3.3. "Business owner" shall mean the registered owner of a business in Rooiels and shall exclude any other staff or managers in such businesses.

3.4. "Council" shall mean the Municipal Council representing the ward under which Rooiels is grouped by the Municipality.

3.5. "Committee" shall mean the Executive Committee elected in terms of Clause 7 of this constitution.

3.6. "Office-Bearers" shall mean the Chairperson, Vice-Chairperson, Treasurer and Secretary-General of the Association in terms of Clause 7.4 of this Constitution.

3.7. "Members" when used in this form, shall mean the ordinary and/or Principal Members of the Association in terms of Clause 6.1 of this constitution.

3.8. "Ratepayer" shall mean the registered ratepayer of property in the Rooiels village or surrounding smallholdings.

3.9. "Resident" shall mean the registered tenant, as well as any other permanent occupant, of property in the Rooiels village or surrounding smallholdings.

3.10. "RERA" shall mean the "Ratepayers' Association of Rooiels".

#### 4. Legal Status

~~The Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 21 above.~~

~~4.1. The Association is, and shall continue to be, a distinct and separate legal entity and body corporate, with the power to acquire, to hold, to encumber and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession shall be a juristic person with perpetual succession and shall be capable of performing all such acts as are necessary or incidental to the carrying out of its objectives and the performance of its functions and duties in terms of this Constitution.~~

~~4.2. The Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 5.~~

~~4.3. All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the Executive Committee may authorize any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.~~

~~4.4. The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association or its individual members~~

~~4.5. The Association may not give any of its money or property to its members or office bearers. The only time it can do so is when it pays for direct costs incurred for doing work that a member or office bearer has done for the Association (i.e.: administration costs for postage, ink, cartridges, etc.) or costs incurred by a consultant, and for which proof must be submitted. Members or office bearers of the Association do not have rights over things that belong to the Association.~~

~~4.1. The Association may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for the costs incurred for doing work that a member or office bearer has done for the Association (i.e. administration costs for postage, ink cartridges etc.) or costs incurred by a consultant. Such payment must be restricted to direct costs for which proof must be provided. Members or office bearers of the Association do not have rights over things that belong to the Association.~~

#### 3.5. Objectives and Legal Status

~~4.2. The objectives of the Association shall be as follows:~~

~~5.1. To promote and implement the Rooi-Els Rooiels Vision~~

~~5.2. To foster a sense of unity among ratepayers, residents, and business owners.~~

~~5.1.5.3. To protect the rights and preserve the autonomy and independence of each ratepayer promote the interests of the ratepayers of Rooi Els and surrounding small holdings.~~

~~5.4. To act as a conduit for ratepayers' views to the relevant Local Council and/or government department.~~

~~5.5. To help ensure that municipal services are provided in terms of section 195 of the country's Constitution, as well as section 38(c) of the Municipal Systems Act in an economic, effective, efficient, transparent, and accountable manner in accordance with the provisions of the Municipal Finance Management, and that the provisions of the Property Rates Act are applied equally and fairly in all Councils.~~

- 5.6. To engage constructively on a non-political basis and in liaison with the Council, in the governance and management of Council to further the interests of ratepayers and residents.
- 5.2.5.7. To keep in close contact and cooperate with the governing authorities, especially on matters which might affect ratepayers and/or residents of Rooi-Elis Rooiels.
- 5.8. To create an open channel of communication with the Council and to contribute such skills and information as may be considered necessary to enable Council to come to such conclusions as may be advantageous to ratepayers and all residents.
- 5.9. To provide feedback to ratepayers and residents about matters raised and under consideration by Local Council and to elicit input and a mandate from ratepayers prior to putting forward the ratepayers' views.
- 5.3.5.10. To establish a Rooiels Conservancy and abide by its independent Constitution, with the view to educate and encourage ratepayers and residents to protect regarding the protection of fauna, and flora, and sea life within Rooi-Elis and the surrounding area.
- ~~5.4.5.1. To promote and implement the Rooi-Elis Vision~~
- 5.11. To establish a Rooiels Security Association and abide by its independent Constitution, with the view to educate and support ratepayers and residents regarding safety around personal security, area security, fire safety, and marine protection.
- 5.12. To establish a Rooiels Outreach arm and abide by its independent Constitution, with a view to fulfil its social responsibility ideals.
- 5.13. To establish independent units within the community, and to provide the mandate for their operations, for among other things, the compilation and publishing of the Breeze, the operation of the village website, the maintenance of the village internet services and database management, the administration of the village Facebook, WhatsApp, and other social media presence.
- 5.5.5.14. To cooperate when deemed necessary with any other associations whose aims and objectives support those of RERA.
- 5.6.5.15. Generally to take an active interest in all matters affecting the welfare of its members.
- ~~4.3.4.1. The Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 21 above.~~
- ~~4.4.4.1. The Association is, and shall continue to be, a distinct and separate legal entity and body corporate, with the power to acquire, to hold, to encumber and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.~~
- ~~4.5.4.1. All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the Executive Committee may authorize any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.~~
- ~~4.6.4.1. The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association or its individual members~~
- ~~4.7.4.1. The Association may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for the costs incurred for doing work that a member or office bearer has done for the Association (i.e. administration costs for postage, ink cartridges etc.) or costs incurred by a consultant. Such payment must be~~

~~restricted to direct costs for which proof must be provided. Members or office bearers of the Association do not have rights over things that belong to the Association.~~

## ~~6. Membership~~

~~6. (a) Ordinary membership shall be open to all ratepayers or their authorised representatives, within the area covered by this association, which shall include the Rooi Els village and surrounding smallholdings.~~

### ~~6.1. Membership shall comprise of several categories:~~

#### ~~6.1.1. Ordinary members:~~

- ~~6.1.1.1. shall include all ratepayers of Rooiels and surrounding smallholdings,~~
- ~~6.1.1.2. may participate in the voting as described in clause 11, and~~
- ~~6.1.1.3. may propose agenda items to the Chairperson who shall raise them at an Executive Meeting, and if accepted, shall deal with them as per clause 9.6.5.~~

#### ~~6.1.2. Principal members:~~

- ~~6.1.2.1. shall include ratepayers of Rooiels and surrounding smallholdings,~~
- ~~6.1.2.2. shall require the application of membership to the Secretary on an official application form,~~
- ~~6.1.2.3. shall pay an annual subscription as proposed and ratified at the last Annual General Meeting at the time of membership approval, or within 30 days of the start of the new financial year, whichever is the earliest,~~
  - ~~6.1.2.3.1. Failure to pay the prescribed membership fee when due, will result in membership defaulting to Ordinary Membership, in which case the continuity of membership status is reset,~~
- ~~6.1.2.4. may participate in the voting as described in clause 11, and~~
- ~~6.1.2.5. may propose agenda items to the Chairperson who shall raise them at an Executive Meeting, and if accepted, shall deal with them as per clause 9.6.5.~~

#### ~~6.1.3. Honorary members:~~

- ~~6.1.3.1. shall be a ratepayer in Rooiels at the time of nomination,~~
- ~~6.1.3.2. shall be over the age of 80 years~~
- ~~6.1.3.3. shall have been a supporter of RERA in a significant way,~~
- ~~6.1.3.4. shall require the duly motivated nomination from any current member, of which such nomination shall be accepted by the nominee in writing, and submitted to RERA at least 45 days prior to the next AGM,~~
- ~~6.1.3.5. shall require the support of the majority (50% + 1) of those present at the AGM,~~
- ~~6.1.3.6. shall not pay a membership fee, and~~
- ~~6.1.3.7. may participate in the voting as described in clause 11.~~

#### ~~6.1.4. Executive Committee members:~~

- ~~6.1.4.1. shall be nominated from Principal Members, who would have had continued Principal Membership status for at least 24 months at the date of the meeting where voting shall take place,~~
- ~~6.1.4.2. shall be voted onto the Executive Committee by eligible voters as described in clause 11 for a period of 24 months, and~~

6.1.4.3. shall not be voted onto the Executive Committee by proxy votes.

~~(b) Application for membership shall preferably be made in writing to the Secretary and signed by the applicant, or on the form supplied by the Association, but verbal applications can be accepted by the Secretary on receipt of an annual subscription.~~

~~(c) The Executive Committee shall consider and ratify any such applications for membership and shall in their discretion admit applicants to membership and enrol them as members.~~

~~(d) Nominations of Honorary membership may be motivated in writing by any member and approved by the Executive Committee at least 30 days prior to the AGM. Any such nomination shall be ratified by a majority of those present at the AGM.~~

6.2. Application process and membership limits:

6.2.1. Ordinary membership is implied through the payment of rates by the property owner.

6.2.2. Application for Principal Membership shall be made in writing to the Secretary and signed by the applicant on the form supplied by the Association. The Executive Committee shall consider any reasons why the application of a new Principal Member may be denied. If no objections are raised, the membership will be confirmed through the issuing of a receipt for the annual subscription.

~~4.1.1-6.2.3.~~ The Executive Committee shall enlist the opinion of all members at an AGM to consider nominations for Honorary Membership that has reached the offices of RERA and that have been communicated to the broader community at least 30 days prior to such AGM.

~~4.2-6.3.~~ Membership of the Association shall not give any member a right to any of the moneys, property or assets of the Association but only confers the privilege of membership at the relevant membership level.

~~4.3-6.4.~~ The liability of the members is limited to the ~~amount~~ number of unpaid subscriptions or other ~~moneys~~ money owing owed by them to the Association.

~~4.4. A member whose application for membership has been accepted shall be bound by the Constitution, rules and resolutions of the Association, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the Constitution, rules and resolutions by reason of the fact that he or she may not have received a copy thereof.~~

~~4.5. A member may resign by notifying the Secretary in writing.~~

~~4.6. The Executive Committee may terminate the membership of a member in writing upon failure to full pay membership fees, misconduct, breach of the Constitution rules or resolutions of the Association.~~

~~6.4.1.~~ Any member whose membership is terminated in terms of clauses 3.5 and 3.6 above, remains liable for all outstanding membership fees at date of termination of membership. Ordinary membership exists by default. All other members may cancel their membership at the end of the subscription term by notifying the Secretary in writing. In the event of re-application or re-nomination, the same application process shall apply, and membership will start from the new join date.

~~6.4.2.~~ In the event of a cancelled membership, the current term subscription fee will not be refunded, and the member remains responsible for any outstanding subscription fees.

~~6.4.3.~~ All members shall be bound by this Constitution, rules, and resolutions of the Association.

6.4.4. The Executive Committee shall enlist the opinion of existing Principal Members to consider any reasons why the membership of an existing Principal or Honorary member may be terminated.

## **7. The Executive Committee**

7.1. The affairs of the Association shall be controlled by an Executive Committee, which shall consist of at least 6 persons. The management of the affairs of the Association shall, subject to any motions passed by Principal Members at Annual or General Meetings held in terms of this Constitution, be vested in an Executive Committee consisting of at least six Principal Members.

7.2. The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and two other members, all of whom shall be elected in line with the stipulations of clauses 6.1.4.1 to 6.1.4.3.

7.3. The Executive Committee shall be the official office-bearers of the Association.

7.4. The roles of the primary office-bearers shall be:

### 7.4.1. The Chairperson

7.4.1.1. The Chairperson shall preside at all meetings of the Association. If the Chairperson is unable to preside at any meeting, the Vice-Chairperson will preside. If the Vice-Chairperson is also unable to preside at the meeting, those present at the meeting shall elect from amongst themselves an eligible member to act as Chairperson for the duration of the meeting.

7.4.1.2. The Chairperson shall have a deliberative as well as a casting vote at executive meetings and office-bearer meetings and shall ensure that the interests of the Association are protected, and its Constitution is upheld and complied with at all material times.

7.4.1.3. The Chairperson shall submit an annual report on the activities of the Association to the AGM.

### 7.4.2. The Vice-Chairperson

7.4.2.1. The Vice-Chairperson carries out such duties as are allocated by the Chairperson or the Executive Committee and shall act as Chairperson in the absence of the Chairperson.

7.4.2.2. The Vice-Chairperson is the default convener of the AGM and election process of office-bearers.

### 7.4.3. The Treasurer

7.4.3.1. The Treasurer shall keep an accurate account of the finances and assets of the Association and shall report at each meeting of the Executive Committee as well as the AGM on the financial position of the Association.

7.4.3.2. The Treasurer (or the Secretary on their behalf) shall deposit all monies received by the Association in a bank selected by the Executive Committee within seven (7) days of such receipt.

7.4.3.3. The Treasurer must present an annual budget for the Association to the Executive Committee and the budget including all expenditures of the Association must be approved by the Committee.

7.4.3.4. The budget shall limit expenses on any single objective of the Association, to one-third of the expected annual income from membership fees, based on the membership numbers of three years

preceding the budget being presented, unless such an objective is agreed to through voting as per clause 9.6.5.

7.4.4. The Secretary

7.4.4.1. The Secretary is head of the policy and administration of the Association and shall draw up and dispatch all agendas and keep minutes of all meetings of the Association and perform such other duties as allocated by the Executive from time to time.

7.4.4.2. The Secretary shall keep a record of all correspondence received and the replies thereto.

7.4.4.3. The Secretary shall keep an up-to-date record of the names and addresses, telephone numbers, and email addresses of all members. Such record shall also reflect whether all subscriptions have been paid.

7.4.4.4. The Secretary shall promote the interest of the Association daily and will be responsible for all matters of a corporate and or legal nature.

7.4.4.5. The Secretary is the custodian of this Constitution.

7.4.4.6. The Secretary is responsible for election campaigns, and the compilation of proportional representative lists in conjunction with the Vice-Chairperson.

~~7.1.1.1.~~7.4.4.7. The posts of Secretary may be combined with that of any other office-bearer.

~~8. The Executive Committee shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and at least two committee members. The members of the Executive Committee shall be elected at the Annual General Meeting. Should any vacancy occur among the office-bearers and committee members, the Executive Committee may fill it until the next following Annual General Meeting, and further shall have power to co-opt not more than two members.~~

~~9. No person shall be elected to the Executive Committee unless he/she has been a member of the Association for at least three months~~

7.5. Period of Office and rotation of Executive Committee members

7.5.1. The Executive Committee members shall, subject to the provisions of clause 7.8 and 7.9 of this Constitution, hold office for a period of up to two (2) years, such period being calculated from the date of their election until the Annual General Meeting held two (2) years after such election.

7.5.2. For the sake of the continuity in the management of the affairs of the Association, the election of Executive Committee members shall be rotated in such a manner that approximately half of the Executive Committee members are elected annually.

7.5.2.1. In order to adhere to clause 7.5.2 the Executive Committee members elected for a two (2) year period shall, at the first Executive Meeting following their election, determine which 50% of Executive Members shall be deemed to be serving a period of office for one (1) year only (not eligible for election in the following term, but again eligible for election within one (1) year.).

7.5.3. Executive Committee members shall, subject to clause 7.5.2.1, be eligible for re-election on termination of their period of office for one additional term of two (2) years.

7.5.4. After serving two terms of office, a period of at least ten (10) months must pass from the last day of serving on the Executive Committee to the date of renomination.



7.5.4.1. The restrictions of clause 7.5.4 shall not limit the appointment of a member appointed in terms of clause 7.5.5 and shall not apply to such member in the following year

7.5.5. Vacancies occurring on the Executive Committee shall be filled by the Executive Committee in line with the stipulations of clause 6.1.4.1. A member appointed to fill a vacancy shall hold office for the uncompleted portion of the office of the predecessor or until their removal or resignation.

7.6. Nomination for election to the Executive Committee

7.6.1. may be made by any Ordinary or Principal Member of the Association.

7.6.2. shall require the nominee to qualify in line with the stipulations of clauses 6.1.4.1 to 6.1.4.3 and shall include a motivation for such nomination.

7.6.3. shall require that the nominee has not served more than the permissible consecutive terms, and

7.6.4. shall require the nominee's acceptance of the nomination in writing and by providing a manifest/statement of intent and brief resumé at least 30 days before each Annual General Meeting.

7.7. Election procedure for the election of the Executive Committee

7.7.1. Elections shall take place annually at the Annual General Meeting of the Association.

7.7.2. The use of proxy votes shall not be allowed for the purposes of electing officials.

7.7.3. All Ordinary and Principal Members of the Association may vote in the election of the Executive Committee.

7.7.4. The Vice-Chairperson, or optionally, an election officer, shall first read the nominations already received by the Secretary.

7.7.5. If the number of nominations is the same number as or fewer than the required vacancies to be filled, and no objection to any nominee is raised from the floor, then at the discretion of the Vice-Chairperson of the meeting, a call for a vote may be dispensed with and the nominees elected by acclamation.

7.7.6. If the number of nominations is fewer than four, then at the discretion of the Chairperson of the meeting, a call for additional nominees may be made. Such nominations shall also require the nominee to qualify in line with the stipulations of clauses 6.1.4.1 to 6.1.4.3, and the nominee will be required to accept their nomination and provide a brief verbal statement of intent. Following their brief statement of intent, someone from the floor must second their nomination for it to be official.

7.7.6.1. Failing to fill at least the four primary office-bearers at the Annual General Meeting will result in the existing office-bearers continuing in their roles until such time that a Special Meeting can be called to restart the election process, which must be within 90 days following the date of the Annual General Meeting. Existing written and verbal nominations shall be carried over to this follow-up election process unless a nominee withdraws their nomination in writing to the Secretary.

7.7.6.2. Failing to fill at least the four primary office-bearers at the following Special Meeting, shall result in the waiving of restrictive clauses 6.1.4.1 and 7.5.4 and the Chairperson will call for nominees from all existing Principal Members. The nominee will be required to accept their nomination and provide a brief verbal statement of intent.



Following their brief statement of intent, someone from the floor must second their nomination for it to be official.

7.7.7. If there are more nominees than the required vacancies to be filled, the Executive Committee members shall then be elected by secret ballot on which all the nominee names are listed, and the following elimination procedure will be followed:

7.7.7.1. Any nominee receiving the most votes shall be deemed elected.

7.7.7.2. The nominee receiving the least number of votes during the process shall be dropped from the list of nominees and be deemed not to have been elected.

7.7.7.3. If the above process brings the number of nominees to within the required number of vacancies to be filled, then the remaining nominees shall be deemed elected,

7.7.7.4. If the above process does not bring the number of nominees to within the required number of vacancies to be filled, then the process shall be repeated until the required number of vacancies is filled, and

7.7.7.5. If any tie in the number of votes affects the above process, then a show of hands shall be called to determine which nominee shall remain within the process.

7.7.7.5.1. Any votes taken by show of hands shall only be done once the affected nominees have left the room.

7.7.8. The posts of Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be filled by means of election by the Executive Committee members from within their number after each Annual General Meeting (one-year interval), and such elections shall take place annually at the first Executive Meeting following the Annual General Meeting.

#### 7.8. Removal from office

7.8.1. Members of the Executive Committee shall vacate both their seat and post in any one of the following circumstances:

7.8.1.1. Upon ceasing to be a ratepayer of Rooiels or the surrounding smallholdings.

7.8.1.2. Upon ceasing to be a Principal Member of the Association in terms of the provision of this Constitution.

7.8.1.3. On absenting themselves, without the permission of the Executive Committee, from three consecutive meetings of the Executive Committee.

7.8.1.4. On resigning as a member of the Executive Committee by giving one month's notice to the Secretary.

7.8.1.5. On ceasing to be in good standing as a member by the ratepayers of Rooiels or the surrounding smallholding, ratified through a vote at a Special General Meeting.

7.8.1.6. By resolution of at least four (4) members of the Executive Committee for any reason including the non-compliance to any Code of Conduct introduced by the Association from time to time.

#### 7.9. Appeal against removal from office

7.9.1. Any office bearer who is aggrieved by their removal from office shall have the right of appeal, provided:

7.9.1.1. such is exercised within five (5) days of removal,

- 7.9.1.2. the appeal is in writing and addressed to the Chairperson or Vice-Chairperson if the appeal originates from the Chairperson, and
  - 7.9.1.3. such appeal shall set out the reasons for the appeal and the outcome sought.
- 7.9.2. The appeal shall be determined by the Executive Committee who shall, for the purpose of determining the outcome of the appeal, co-opt at least seven (7) Principal Members of the Association who shall, jointly with the remaining members of the Executive Committee, decide the outcome by a majority vote. Their decision, with reasons, shall be communicated to the appealing member in writing and shall be final.

## 8. Powers of the Executive Committee

The Executive Committee shall, subject to the provisions of this Constitution have power:

- 8.1. to make and enforce rules necessary for the proper conduct of the business of the association
- 8.2. to engage constructively on a non-political basis and in liaison with the Council, in the governance and management of the Council to further the interests of ratepayers and residents
- 8.3. to appoint, from time to time, such committees as it may deem fit for the purpose of investigating and reporting on any matter referred to them by the Executive Committee
- 8.4. to enter into relationships or partnerships, formal or informal, with any other associations or bodies whose aims and objectives are similar to those of the Association or where the interest of the Association's members will benefit from such a relationship
- 8.5. to institute legal or other proceedings on behalf of, or to defend proceedings against the Association
- 8.6. to institute legal or other proceedings on behalf of or to provide legal assistance to all members on matters affecting their ratepayer rights
- 8.7. to institute legal proceedings against individual members
- 8.8. to acquire, either by purchase, lease or otherwise, any movable or immovable property on behalf of the Association, and to sell, let, mortgage, or otherwise deal with or dispose of any movable or immovable property belonging to the Association
- 8.9. to open and operate a banking account and other investment accounts in the name of the Association and to invest money on behalf of the Association
- 8.10. to decide matters of procedure on which this constitution is silent
- 8.11. to do such other lawful things as, in the opinion of the Executive Committee, appear to be in the interests of the Association or its members and which are not inconsistent with the objectives set out in clause 5 or any matter specifically provided for in this Constitution.

### ~~Meetings and procedures of the Executive Committee.~~

## 9. Executive Committee meetings and community engagement

- 9.1. The first Executive Meeting following the Annual General Meeting at which new office-bearers were selected must occur within thirty (30) days from the date of such Annual General Meeting.
- 9.2. The Executive Committee shall ordinarily meet at least once every two months on a date to be determined by the Chairperson. Special meetings of the Executive Committee shall be called by the Chairperson if the Chairperson deems it advisable or upon the requisition signed by not less than three (3) members of the Executive Committee in which event the

meeting shall be called within seven (7) days of receipt of the requisition by the Chairperson.

9.3. Any member of the Executive Committee failing to attend three consecutive meetings without leave of absence of the Committee shall forthwith forfeit their office and the vacancy so caused may be filled by the Committee. The Executive committee may, however, condone such absence on a satisfactory reason being advanced.

9.4. Members of the Executive Committee as well as the community shall be notified in writing, of the time and place of the meeting by the Secretary at least seven (7) days before the dates of such meetings, provided that shorter notice being not less than 24 hours may, in the discretion of the Chairperson, be given in respect of special meetings.

9.5. To every notice of a meeting, an agenda shall be attached.

9.6. The agenda for each meeting of the Executive Committee shall include:

9.6.1. Welcome address and noting of apologies

9.6.2. The adoption of the minutes of the previous meeting

9.6.3. Discussing matters arising

9.6.4. Discussing standard matters

9.6.4.1. Committee financials and membership

9.6.4.2. Committee communications, including feedback from independent units within the community as per clause 5.13

9.6.4.2.1. Considerations for e-newsletter topic list

9.6.4.3. Discussing Ward meeting feedback

9.6.4.4. Discussing other committees' feedback and/or requests

9.6.4.4.1. REC

9.6.4.4.2. RESA

9.6.4.4.3. Outreach

9.6.4.4.4. Others

9.6.4.4.4.1. Boat Club

9.6.4.4.4.2. Ladies' Club

9.6.4.5. Zoning

9.6.4.6. Buildings

9.6.4.7. Roads

9.6.4.8. Sanitation

9.6.4.9. Waste management

9.6.4.10. Safety and Security

9.6.4.11. General affairs

9.6.4.12. Special Matters and Projects

9.6.5. Consider topics proposed by Ordinary and Principal Members as per clauses 6.1.1.3 and 6.1.2.5, and where necessary, for matters relating to sub-clauses 9.6.4.5 to 9.6.4.10, as well as special objectives identified by the Executive Committee, put the matter forward for consideration by Principal Members through a quick poll vote as described in clause 11.7.

9.6.6. Documentation of status or decisions regarding matters of concern.

9.7. The quorum for meetings of the Executive Committee shall be 50% of the members of the committee plus 1 member thereof while maintaining a minimum of three members.

9.7.1. If the minimum of three members cannot be achieved from the elected committee members, then the Chairperson shall invite the required number of Principal Members by an open invitation to fill the seats for that meeting. Principal Members invited to such a committee meeting shall be allowed to vote

on all matters for consideration in that meeting. The same Principal Member may not vote on matters at more than one consecutive committee meeting.

9.7.2. If within 15 minutes of the time fixed for any meeting a quorum is not present, the meeting shall stand adjourned to the same day in the week following (and if that day is a holiday, then to the next succeeding working day) at the same time and place, and at such adjourned meeting the members present shall form a quorum. Written notice of such adjourned meeting shall be given to committee members who were absent.

9.8. Representatives of the governing authorities and/or other organisations may be invited to the Executive meetings, and all other meetings and may address such meetings. They shall, however, have no right to vote.

9.9. Ordinary and Principal members may attend and address Committee meetings but have no right to vote.

9.9.1. Any address to the committee at their committee meetings must be respectful and brief.

9.9.2. The member's address will be duly noted, reduced to writing and entered in the minutes, and shall, at the discretion of the Chairperson of the meeting, be tabled for future action or response.

9.10. If between meetings of the Executive Committee any question arises which is of extreme urgency and can be answered by a straightforward "yes" or "no", the Chairperson may authorise a vote of the members of the Executive Committee to be taken by telephone, email, or WhatsApp provided that such matter and vote be reduced to writing and entered in the minutes of the meeting of the executive.

9.11. Unless otherwise provided herein, all matters for consideration by the Executive Committee shall be decided on motion duly seconded and voted upon by a show of hands (in person or virtual meeting), or if required by at least 75% of members present, by secret ballot.

9.11.1. Matters relating to sub-clauses 9.6.4.5 to 9.6.4.10 shall involve participation by Principal Members by means of a quick poll vote as described in clause 11.7. Members of the Executive Committee shall exercise individual voting rights during such a poll vote.

Principal Members will, where necessary, use forums as they see fit to share insights, debate issues, or educate each other prior to participating in a poll vote. Although office-bearers may participate in these forums in their individual capacity, the committees shall not have an official voice in these forums. The Executive Committee shall meet at least once every quarter, and/or as often as deemed necessary. Any member of the Executive Committee failing to attend three consecutive meetings without leave of absence of the Committee shall forthwith forfeit his/her office and the vacancy so caused may be filled by the Committee. The Executive committee may, however, condone such absence on a satisfactory reason being advanced.

The Executive Committee shall have the power to make rules necessary for the proper conduct of the business of the Association.

9.11.2. Procedures to be followed should be: To adopt the minutes of the previous meeting; to discuss portfolio matters (matters of concern to the ratepayers i.e. municipal affairs – roads, sanitation, waste management, security and safety, zoning plans, and general affairs). Representatives of the governing authorities and/or other organisations may be invited to the Executive meetings, and all

~~other meetings and may address such meetings. They shall, however, have no right to vote. Ordinary members are welcome to attend and address Committee meetings, but have no vote.~~

9.12. Minutes of all Meetings shall be maintained as per appropriate standards in physical and secure online storage.

9.12.1. Notice of published minutes shall be sent to all Principal Members within three (3) weeks following the date of such a meeting.

9.12.2. Minutes shall also be made available to members upon request.

9.12.3. The archive of minutes shall be handed over from the outgoing to the incoming committee at the first meeting of the Executive Committee following the Annual General Meeting at which the new committee was elected as office-bearers.

9.12.4. The first set of minutes by the new committee shall include a list of items handed over from the previous committee, including an indication of their intention with regards to each item.

1.1.1. Minutes of meetings must be kept safely for members to consult and regular reports/feedback should be provided.

~~8. Three members of the Executive Committee shall form a quorum for Executive Committee meetings.~~

~~The management and control of the Association shall vest in the Executive Committee, which shall have the full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as specifically reserved by this Constitution to be dealt with at a General Meeting of members. The Association in General Meeting may review, approve or amend any decision of the Executive Committee, but no such decision of the Association shall invalidate any action taken by the Executive Committee in accordance with this constitution.~~

## 2-10. Annual General Meetings and General Meetings

10.1. The Annual General Meeting shall be held once a year but not later than fifteen months after the previous meeting.

10.2. Other General Meetings shall be held as may be considered necessary by the Executive Committee.

10.3. A General Meeting shall be called on the petition of at least ten Ordinary and/or Principal Members of the Association to the Executive Committee stating the necessity for the meeting. The notice of the meeting shall be sent out by and on the authority of the Executive Committee within fifteen (15) days of receiving such petition.

~~At least seven days written notice of any such meetings shall be given.~~

~~A General Meeting shall be called on the petition of at least ten members of the Association to the Executive Committee stating the necessity for the meeting. The notice of the meeting shall be sent out by and on the authority of the Executive Committee.~~

~~2.1. No member shall be allowed to vote at any meeting of the Association unless his/her subscription for the current year has been paid.~~

10.4. At least seven days written notice of any such meetings shall be given to the community via email mailing list and WhatsApp.

10.5. The quorum for a General Meeting shall be ten ~~members~~ Principal Members, excluding the members of the Executive Committee.

~~2.2.1.1. At all General and Executive meetings the Chairman shall have a deliberate vote, and in case of any equality of votes shall also have a casting vote. Should there be no quorum~~

~~at a duly convened meeting, the meeting shall stand adjourned automatically for three weeks, and at the subsequent meeting, those present shall constitute a quorum.~~

10.6. Should there be no quorum at a duly-convened meeting, the meeting shall stand adjourned automatically for three weeks, and at the subsequent meeting, those present shall constitute a quorum.

2.3.10.7. The chair at all General Meetings shall be taken by the ~~Chairman~~ Chairperson or, in ~~his/he their~~ absence, by the ~~Vice-Chairman~~ Vice-chairperson. Should both be absent the members present shall elect a chairperson for that meeting among the members of the Executive Committee present, if any, or failing their presence, a chairperson shall be elected, from among those members present.

2.4.10.8. The business to be done at an Annual General Meeting shall be as follows:

2.4.1.10.8.1. to confirm the minutes of the previous General Annual Meeting;

2.4.2.10.8.2. to receive and consider a report of the Executive Committee and financial statement for the preceding financial year;

2.4.3.10.8.3. to elect the 6 members of the Executive Committee as per clause 7.7;

10.8.4. to consider and put to the vote any resolutions concerning the affairs of the Association, of which at least seven (7) days prior written notice is given to the Secretary or such urgent matters as the ~~Chairman~~ Chairperson may allow in ~~his/her their~~ sole discretion.

## 11. Voting at General Meetings

11.1. One vote per registered property (erf) is allowed.

11.2. The election of office-bearers will be conducted as per clause 7.7.

11.3. Ordinary Members may only vote for the election of office bearers at the Annual General Meeting.

11.4. Principal Members may vote on all issues at Annual General Meetings, General Meetings, and may participate in quick poll votes.

11.5. An Honorary Member who is still a ratepayer, may vote on all issues at Annual General Meetings, General Meetings, and may participate in quick poll votes.

11.6. Executive Members may vote on issues at Annual General Meetings, General Meetings, Executive Meetings, and may participate in quick poll votes.

11.7. Votes may be called for by quick poll votes prior to a meeting, or via ballot at a meeting.

11.8. Quick poll votes are required on matters specified in 9.6.5 and 9.11.1 and will be conducted by electronic means and/or in writing through the Secretary.

11.9. Members who are eligible to vote on issues, but are unable to attend the meeting, may vote via ballot through the Secretary up to 48 hours before the meeting.

11.10. Principal Members who are eligible to vote on issues, but are unable to attend the meeting, may appoint a proxy to attend the meeting on their behalf by signing a proxy form with the Secretary. The proxy may be an Ordinary or Principal Member.

11.11. No ratepayer of Rooiels or the surrounding smallholdings may hold more than two (2) proxies.

11.12. Each issue will be voted on separately or will be on a separate ballot paper.

11.13. Voting will be by show of hands (in-person, virtual, or hybrid meeting), or if required by at least 75% of members present, by secret ballot.

11.14. The counting of ballots shall be conducted by a nominated person outside of the Executive Committee and shall be audited by two (2) members other than any office bearer elected at the previous AGM.

11.15. At all Annual General Meetings, General Meetings, and Executive meetings, and quick poll votes, the Chairman-Chairperson shall have a deliberate vote, and in case of any equality of votes shall also have a casting vote.

Should there be no quorum at a duly convened meeting, the meeting shall stand adjourned automatically for three weeks, and at the subsequent meeting, those present shall constitute a quorum.

#### ~~9.8. Meetings and procedures of the Executive Committee.~~

~~10.8. The Executive Committee shall meet at least once every quarter, and/or as often as deemed necessary. Any member of the Executive Committee failing to attend three consecutive meetings without leave of absence of the Committee shall forthwith forfeit his/her office and the vacancy so caused may be filled by the Committee. The Executive committee may, however, condone such absence on a satisfactory reason being advanced.~~

~~11.8. The Executive Committee shall have the power to make rules necessary for the proper conduct of the business of the Association.~~

~~12.8. Procedures to be followed should be: To adopt the minutes of the previous meeting; to discuss portfolio matters (matters of concern to the ratepayers i.e. municipal affairs—roads, sanitation, waste management, security and safety, zoning plans, and general affairs).~~

~~13.8. Representatives of the governing authorities and/or other organisations may be invited to the Executive meetings, and all other meetings and may address such meetings. They shall, however, have no right to vote. Ordinary members are welcome to attend and address Committee meetings, but have no vote.~~

~~Minutes of meetings must be kept safely for members to consult and regular reports/feedback should be provided.~~

#### 3.12. Financial Transactions

12.1. The financial year of the Association is from 1 January to 31 December.

12.2. The Association's financial transactions should be conducted by means of a bank account and report to the General Meeting. This report should comply to the general accounting practices, but doesn't not have to be formally audited. The end of the Associations financial year is 31 December.

12.3. The committee-Executive Committee can not bind the Association for any debt occurred or bank credit facilities.

#### Subscriptions and Voting Rights

The annual subscription for members shall be such a sum as the Executive Committee may from time to time determine and which amount has been ratified by the Annual General Meeting. If a member wishes to pay membership subscriptions for more than one property, he/she is entitled to do so and will be able to cast a vote for each such property. Only one vote may be exercised per property in respect of which a subscription has been paid and Joint owners shall choose who will exercise the vote. Subscriptions shall relate to the financial year period starting in January in any year and ending in December of such a year, when the Annual General Meeting also takes place.

#### 4.13. Constitution



13.1. A copy of the Constitution shall be generally available and shall be issued to members on request.

4.1.13.2. Alterations or additions to the Constitution may be made only by two-thirds of the members present at the Annual General Meeting or a General Meeting of the Association, provided that at least thirty days' notice of such proposed alterations or additions shall have been given in writing, to the Chairman or Secretary and circulated to members.

4.2.13.3. No less than three weeks notice in writing shall be given to members of any meeting at which such alterations or additions are to be considered.

4.3.13.4. Suggested alterations or additions to this Constitution proposed by the Executive Committee and passed at its meeting, shall be exempt from the foregoing thirty days' notice, but shall be subject to the three weeks notice convening the meeting.

~~A copy of the Constitution shall be issued to new members on request~~

5.14. Winding-up

5.1.14.1. The Association shall continue to exist even when its membership changes and there are different ~~office-office~~-bearers.

14.2. The Association may be dissolved by a resolution passed at a General Meeting specifically called for that purpose, provided that such resolution is passed ~~by a two-thirds majority of the members present and entitled to vote at such meeting.~~

14.3. The quorum to consider and vote on a proposal for the dissolution of the Association and/or amendment(s) to the Association's objectives shall be 66% of ratepayers of Rooiels and the surrounding smallholdings (or their proxies), and the required majority required to pass such resolutions shall in turn be 66% of those present (including any proxies).

5.2.14.4. Such meeting shall also have the power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Association after winding-up and the payment of all the debts and obligations of the Association.

14.5. When the Association closes ~~down~~ it has to pay off all its debt. After doing this, if there is money over, it can not be paid or given to members of the Association. After winding up, any assets should be transferred to another non-profit organisation having similar objectives. The majority of the members present at the General Meeting must decide what organisation this should be.

This constitution was approved and accepted by members of RERA (The Rooiels Ratepayers' Association) at a special (general) meeting held on 30 July 2022.

Chairman

Vice Chair / Secretary

Treasurer

**Witness 1**

---

**Witness 2**

---

~~6. Signatures of the office bearers~~

~~6.1. Chairman~~

~~6.2. Vice Chair / Secretary~~

~~6.3. Treasurer~~

Other: