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**CONSTITUTION OF THE
ROOIELS RESIDENTS AND RATEPAYERS ASSOCIATION
(RERA)**

A voluntary Association established by residents and ratepayers,
operating within Rooiels, situated in the Overstrand Municipality and within
the Kogelberg Biosphere Reserve.

1. Name of Association

- 1.1 A voluntary Association established by residents and ratepayers, operating within Rooiels, situated in the Overstrand Municipality and within the Kogelberg Biosphere Reserve.
- 1.2 The name of this association shall be "The Rooiels Residents and Ratepayers Association" (hereinafter referred to as the 'Association' or RERA).

The Association is registered as a Non-Profit Organisation with the Department of Social Development. The registration details are: Rooiels Ratepayers Association (RERA): Registered: 063-214 NPO)

2. Legal Status

- 2.1 The Association 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.
- 2.2 The Association shall have all such powers as are necessary for the proper attainment of the objectives as set out in clause 2.1 above.
- 2.3 All actions or suits, proceedings at law or any arbitration shall be brought against the Association in the name of the Association and the Executive Committee may authorise 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.
- 2.4 The Association is not formed and does not exist for the purpose of the carrying on any business that has for its object the acquisition of gain by the Association or its individual members.
- 2.5 The Association may not give any of its money or property to its members or officebearers. The only time it can do this is when it pays for 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.

3. Objectives

The objectives of the Association shall be:

- 3.1 To provide a forum for the exchange of views and information on relevant matters.
- 3.2 To watch over, promote and protect the interests of its members and to oppose any matter deemed detrimental thereto.
- 3.3 To represent the views of its members to relevant bodies, public authorities and to other interested organisations and persons.

- 3.4 To keep itself informed of the affairs of the Overstrand Municipality, especially regarding matters that affect property owners and/or residents in Rooiels and adjacent areas.
- 3.5 To instil in councillors and public officials an awareness of the wishes and needs of the property owners and residents of Rooiels.
- 3.6 To promote, enhance and protect both the built environment and the natural environment of Rooiels including:
 - 3.6.1 Encouraging ratepayers and residents to protect the fauna and flora and sealife within Rooiels and the surrounding area.
 - 3.6.2 Promoting and implementing the Rooiels Vision.

4. Powers

The powers of the Association shall be as follows:

- 4.1 To take such action and to do such things as may be required for achieving the objectives contained in this Constitution, notwithstanding the specific powers stated in Clauses 4.2 and 4.4.
- 4.2 To receive annual subscriptions, donations, grants, and all other revenues of the Association; to open and operate account/s with any registered financial institution, and to draw and accept cheques and other negotiable instruments; and to invest any monies of the Association for any of its purposes and/or commitments.
- 4.3 To pay any person for services rendered, goods, premises hired, or purchases made in pursuance of the objectives of the Association.
- 4.4 To elect and appoint office bearers as provided in Clauses 6.1 to 6.4.
- 4.5 To have such powers as may be deemed necessary to perform its duties in terms of this Constitution and in the interests of the property owners and residents of Rooiels including holding and alienating movable and immovable property and taking legal action as and when deemed necessary.

5. Membership

The following persons shall be entitled to be members of the Association:

- 5.1 Any *bona fide* owner of property in Rooiels and the smallholdings, whether such property is owned personally or by a company/corporation/trust.

Any juristic person that leases/rents property situated in the area.

- 5.2 All ratepayers or their authorised representatives, within the area covered by this association, which shall include the Rooiels Village and surrounding smallholdings.
- 5.3 Nominations for 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.
- 5.4 A member 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 at any future time.
- 5.5 A member may resign by notifying the Secretary in writing.
- 5.6 The Executive Committee may terminate the membership of a member in writing, upon misconduct or breach of the Constitution of the Association.
- 5.7 Applications for membership must be made on the forms prescribed in Appendix 1A and must be accompanied by payment of the membership subscription once such subscription has been approved by the Annual General Meeting of the Association.
- 5.8 The annual subscription for membership shall be determined by members at the Annual General Meeting of the Association and thereafter at successive Annual General Meetings of the Association.
- 5.9 No member shall be allowed to vote at any meeting unless their annual membership subscription for the current year has been paid up.
- 5.10 The Association will fund itself through annual membership subscriptions, donations, and fundraising.
- 5.11 The membership must be informed, consulted and must vote on the following:
 - 5.11.1 All decisions about property rights, rezoning applications and developments within Rooiels, Pringle Bay and Betty's Bay.
 - 5.11.2 Any decision whereby institution of a legal action is contemplated.
 - 5.11.3 If the Executive Committee has less than 66 % (sixty-six percent) agreement on any major issue.

In these instances, an electronic survey will take place. The survey will be distributed to all property owners on record, who will all be entitled to vote whether paid up members or not. The response of the Executive Committee will be driven by the majority of the votes received. Members of the Executive Committee are entitled to vote in any decision except where there is a conflict

of interest for members of the Executive Committee.

6. Executive Committee

- 6.1 An Executive Committee of not less than six members shall manage the affairs of the Association. The Executive Committee shall be elected annually at the Annual General Meeting (AGM) and shall, at its discretion, fill any vacancy that may arise during the year by co-opting a member to serve on the Executive Committee until the next AGM.
- 6.2 Election of the Executive Committee shall take place at the AGM either by a show of hands or by a ballot, if demanded by a majority, of members present.
- 6.3 The Executive Committee shall elect from its own body a Chairperson, Vice-Chairperson, Secretary, Treasurer and Portfolio Holders within at the first Executive Committee meeting and will inform members.
- 6.4 The Executive Committee shall elect sub-Executive Committees from its members to deal with such matters as may be delegated in terms of this Constitution.
- 6.5 The Executive Committee shall meet regularly, with a minimum of four meetings per year; the quorum at such meetings shall be four members.
- 6.6 Any member of the Executive Committee who fails to attend three consecutive meetings without leave of absence shall forfeit office. The Executive Committee may then fill the vacancy.
- 6.7 A member of the Executive Committee may be removed and replaced at any time by an ordinary resolution passed at a duly convened General or Special Meeting of the Association. See clause 15.
- 6.8 The Executive Committee may make rules to govern the procedure for conducting the affairs of the Association and to execute the objectives of the Association.
- 6.9 The Executive Committee shall have the power to act on resolutions adopted at properly constituted meetings, and to carry out all such reasonable acts as it may deem fit for the proper administration of the Association.
- 6.10 The office bearers are indemnified from any liability for any decision or action undertaken or carried out in terms of this Constitution and from financial responsibility for the Association's funds and/or property unless costs, losses, expenses, claims are caused by omission of such persons.
- 6.11 Correct minutes of all Executive Committee Meetings shall be kept and supplied to all Executive Committee members, as well as made available to all members upon request.
- 6.12 No person shall be elected to the Executive Committee unless he/she has been a member of the Association for at least three months.
- 6.13 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 Meetings 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.

7. Duties and Powers of Officers of the Executive Committee

- 7.1 The Chairperson is responsible for ensuring that all meetings are conducted within the framework of the Association's Constitution and under the general rules of debate. He/she shall have a casting vote at Executive Committee Meetings when the vote is tied.
- 7.2 In the absence of the Chairperson, the Vice-Chairperson carries out the duties of office usually allocated to the Chairperson.
- 7.3 The Secretary is responsible for ensuring that the Association's administration runs smoothly and must keep proper records and minutes and prepare and send out notices of all meetings. The Secretary shall oversee the distribution of all correspondence and communications received and will ensure that appropriate responses and actions are taken by the Executive Committee.
- 7.4 The Treasurer is responsible for keeping proper financial books and records of the Association or, at the discretion of the Executive Committee, for causing proper financial books and records of the Association to be kept. The Treasurer is further responsible for collecting all donations, grants, and subscription monies due and for banking all monies in the Association's account at a registered financial institution. The account shall be held in the name of the Association. The Treasurer shall present financial statements at each Executive Committee Meeting; shall ensure that annual financial statements are prepared prior to each Annual General Meeting (AGM) and shall ensure that the annual financial statements thus prepared are audited prior to each AGM by an independent accounting officer/auditor appointed by the Executive Committee.
- 7.5 The Treasurer is responsible for the annual reporting (narrative and audited financial statements) to the Department of Social Development to ensure that the Association retains its Non-Profit Status (NPO).

8. Eligibility of Office Bearers for Re-election

- 8.1 At every AGM, the Chairperson, Vice-Chairperson, Secretary, Treasurer, and all other Executive Committee Members shall retire from office but shall be eligible for re- election, if they are willing to stand again. The limit for the number of terms of office is 5 (five) years consecutively. A member is eligible to stand again after 3 (three) years.

9. General Meetings and Special General Meetings

- 9.1 Members will be advised in writing at least 14 (fourteen) days prior to the date of General and Special General Meetings ('Meetings') and the notice will include an agenda for the meeting.
- 9.2 A General Meeting open to all members shall be held annually at a venue chosen by the Executive Committee. This Annual General Meeting (AGM) shall be held within 3 (three) months of the Association's financial year-end and within 14 (fourteen) months of the previous AGM. The agenda for the AGM should include at least the following:
 - 9.2.1 Presentation and consideration of the Association's financial accounts (a balance sheet and revenue and expenditure account) signed by both the Chairperson and the Treasurer.
 - 9.2.2 Presentation and consideration of the Chairperson's report on the actions and activities of the Executive Committee.
 - 9.2.3 To confirm the minutes of the previous AGM.
 - 9.2.4 To receive and consider the report of the Executive Committee.
 - 9.2.5 To consider any special business, motion or resolution raised or proposed by any members, of which due notice has been given in terms of the agenda; and to put the motions to vote from attending members.
 - 9.2.6 Determination of the annual subscription for members.
 - 9.2.7 Minutes are taken and circulated to the Executive Committee for comments before being presented at the next AGM for approval and signature by Chairperson or Vice-Chairperson.
- 9.3 Nominations for Executive Committee members must reach the Secretary of the Executive Committee 7 (seven) working days before the AGM.
- 9.4 Members attending the AGM shall be entitled to vote on any resolution and to vote for candidates for election to the Executive Committee, provided that their annual sub-scription fees are fully paid to date (hereinafter 'paid-up members').
- 9.5 Voting at Meetings shall take place by a ballot by paid-up members present.
 - 9.5.1 A voting member who is unable to attend an Annual General Meeting or a Special General Meeting may vote via ballot, up to 48 hours before the meeting.
 - 9.5.2 There will only be one vote per registered property.
 - 9.5.3 This ballot paper shall contain all the issues being voted on at the meeting.
 - 9.5.4 The counting of these ballots shall be conducted by a nominated person outside of the Executive Committee.
- 9.6 A member may appoint a proxy to attend Meetings and vote on his/her behalf,

provided the member has signed a proxy form and is entitled to vote as per Clause 9.5.

- 9.7 No Member may hold more than 2 (two) proxies.
- 9.8 Representatives of juristic persons may vote at Meetings only where, authorised in writing by said juristic person to do so and where the provisions of Clause 9.4 are met.
- 9.9 Save where dissolution of the Association and/or amendment(s) to the Association's objectives is/are proposed, the quorum at Meetings shall be 25 % (twenty-five percent) of the total membership of the Association.
 - 9.9.1 In the event of the 25 % (twenty-five percent) quorum not being attained, the AGM shall be adjourned to 7 (seven) days from the initial date. A written notice of the adjournment will be sent to all paid-up Members.
 - 9.9.2 If at the follow-up meeting a quorum is not present, then those paid-up Members present in person or by proxy shall form a quorum.
- 9.10 The quorum at Meetings where the dissolution of the Association and/or amendment(s) to the Association's objectives (Clause 3) is/are proposed shall be 66 % (sixty-six percent) of the total membership of the Association, and the required majority required to pass such resolutions shall in turn be 66 % (sixty-six percent) of those present.
- 9.11 Resolutions shall be carried at Meetings by a simple majority vote save in the case of dissolution of the Association and/or amendment(s) to the Constitution.
- 9.12 on receipt of a written request from the Chairman following a Executive Committee decision, or on receipt of a requisition signed by no less than 15 % (fifteen percent) of paid-up members, indicating in writing the agenda for said Special General Meeting.

10. Motions and Special Meetings

- 10.1 A member wishing to bring any motion before the Annual General Meeting, shall give written notice to the Secretary of the Association 7 (seven) days immediately preceding the date of the meeting and no motion shall come before the meeting unless the same is specified in the notice convening the meeting, except it to be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the Rules.
- 10.2 A special, or extraordinary, general meeting of members may be called by the Executive Committee at any time and shall be called at the written request by at least 15 (fifteen) of the paid-up members of the Association. Such a meeting shall have the same powers as an Annual General Meeting.
- 10.3 Notice of a general meeting (not AGM) shall be given to members in writing at least 14 (fourteen) days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting.

11. Subscription

- 11.1 The Association shall fix the annual subscription for members at the AGM.
- 11.2 The Executive Committee shall keep a register of members: only those members whose subscriptions are fully paid to date shall be eligible to vote, to elect members of the Executive Committee and shall further be eligible to stand for election onto the Executive Committee at a duly constituted meeting of the Association.

12. Disciplinary Proceedings

- 12.1 The Executive Committee shall further have the power to take such action/s as it deems fit against any member for failing to comply with, or for contravening, this Constitution or any Resolution taken by the Association and/or its Executive Committee; and the Executive Committee is further empowered in general to take such action/s against any member who acts in a manner which at the discretion of the Executive Committee is deemed detrimental to the best interests of the Association and its members, or brings the Association into disrepute, which action/s shall include, but shall not be limited to, expulsion or suspension of said member.

13. Sub-Executive Committees

- 13.1 The Executive Committee may appoint sub-Executive Committees from among its members (or from among other members of the Association who are not members of the Executive Committee) and may delegate any of its powers to such sub-Executive Committees.
- 13.2 The role of a sub-Executive Committee shall be to undertake special projects on behalf of the Executive Committee to which it shall report.
- 13.3 The Chairperson of the Association shall be an ex-officio member of all sub-Executive Committees. A convener should be appointed by the sub-Executive Committee to take leadership.
- 13.4 Each sub-Executive Committee shall have the right to co-opt, as thinks fit, such member or members of the Association not exceeding 3 (three) to be member or members of such sub-Executive Committee. A co-opted member shall have the same rights as members of a sub-Executive Committee.

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14. Procedure at Executive Committee Meetings

The Executive Committee shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

- 14.1 The Chairperson, or in his or his/her absence, the Vice-Chairperson, shall chair all meetings of the Executive Committee which he/she attends. In the absence of the Chairperson and the Vice-Chairperson, the remaining members of the Executive Committee may elect a chairperson from their number.

14.2 Minutes shall be kept of the proceedings of the Executive Committee. Attendance registers will be kept at all times. The minutes shall be signed by the Chairperson or by the acting Chairperson and shall be available at all times for inspection or copying by any member of the Executive Committee, and paid-up member.

14.3 Members of the Association may attend Executive Committee meetings but will have no vote if there are matters to be decided upon at these meetings.

15. Code of Conduct for Members of the Executive Committee

15.1 The primary object of this code is to provide the Executive Committee members of the Association as well as residents and ratepayers information as to what, from an ethical point of view, is expected of them in so far as their personal behaviour and mutual relationships are concerned.

15.2 The basic premise of the Code is simply that every executive member of the Association assumes a special responsibility to the community he or she represents. Personal interest cannot be allowed to play a part in matters concerning the interest and welfare of the local community. It is the duty of Executive members to avoid situations which may require them to compromise their conscience or good name. It is also the duty of everyone on the Executive Committee not to action or do anything which may compromise a fellow member.

15.3 An Executive Committee member shall withdraw from any deliberation where his personal interests are directly or indirectly involved.

15.5 Unless he has been duly authorised to do so, an Executive Committee member may not negotiate or hold discussions with outsiders which may in any way compromise the decisions of the Executive Committee.

15.6 Confidential information may not be used for personal gain by an Executive Committee member.

15.7 No Executive Committee Member should act on behalf of the Association without that action being expressly condoned by the Executive Committee unless that action is a normal part of his/her portfolio.

15.9 It is important that Executive Committee members abide by the spirit as well as the letter of the Constitution.

15.10 Apologies should be tendered timeously.

16. Amendments

Any amendments to the Constitution must be approved by 2/3 (two thirds) of members with voting rights present at a General Meeting of the Association.

17. Termination

- 17.1 The Association may be dissolved upon the passing of a resolution to that effect adopted by a majority of at least 2/3 (two thirds) of its members.
- 17.2 If the Association is dissolved, its surplus assets must be transferred to a body or bodies having similar objectives to those of the Association.

APPENDIX 1A

MEMBERSHIP FORM

Member's full name _____

Physical address _____

Postal address _____

Erf No. _____

Telephone: _____ (H) _____ (W)

Mobile: _____

Email (please print clearly): _____

Signature of Property Owner / Resident _____

Date _____