



Constantia Ratepayers' & Residents' Association

Alphen Centre, Constantia Main Road, Constantia.

PO Box 68, Constantia 7848.

tel / fax 021 794 4388 | email manager@crra.co.za | web www.crra.co.za
(Registered as a Ratepayer Association and a Conservation Body)

Conserving Constantia's rural and cultural landscape for all.

CONSTITUTION OF THE CONSTANTIA RATEPAYERS' AND RESIDENTS' ASSOCIATION

1. NAME

1.1 The name of the Association is "The Constantia Ratepayers' and Residents' Association".

1.2 The shortened version of the name is "The CRRA".

2. STATUS

2.1 The Association is an independent legal body with legal personality separate from its members.

2.2 It has the capacity to acquire, own and dispose of property and to sue and be sued in its own name.

2.3 Members are not liable for the debts or obligations of the Association.

3. OBJECTIVES

The Association's objectives are to:

3.1 promote and safeguard the interests of the ratepayers and residents of Constantia; and

3.2 preserve, conserve, rehabilitate where necessary, protect, promote public awareness of and maintain as the case may be the beauty, rural character and natural environment, including flora, fauna and biosphere of Constantia as well as its collections or buildings of historical or cultural interest, its national monuments, museums and their contents and its national heritage status for the benefit of all who live in and visit Constantia and the greater Cape Town area and enjoy its attributes and amenities and not for the specific benefit of any individual member or minority group; and

3.3 play a watchdog role in seeking compliance by owners and developers with the relevant planning instruments regulating development in Constantia through working together with the City of Cape Town and other relevant bodies; and

3.4 assist and associate with other public benefit organizations in Constantia with similar objectives.

provided that the Objectives set out in this clause (3) are not intended to be exhaustive and may be supplemented or amended from time to time as provided for in this Constitution.

4. MEMBERSHIP

4.1 Any registered owner of property and any person residing in Constantia may become a member of the Association.

4.2 In the case of an owner which is a corporate entity or trust, a nominee may be appointed in writing to represent such entity or trust.

4.3 No individual member may directly or indirectly have any personal or private interest in The CRRA and The CRRA may not have a share or other interest in any business, profession or occupation which is carried on by its members.

4.4 Applications for membership must be made on the form prescribed in the Association's By-laws, accompanied by payment of the membership subscription.

4.5 The annual subscription for membership shall be determined by members at the Association's Annual General Meeting.

4.6 Life membership may be applied for on payment of a lump sum determined at the Annual General Meeting for members of this category joining during the course of the ensuing year; life members joining in prior years retain their entitlement.

4.7 Members may resign membership by notice to the Executive Committee. Subscriptions are not refundable in that event.

4.8 The Executive Committee may terminate the membership of a member:

4.8.1 who is no longer qualified to be a member;

4.8.2 whose subscription is more than 6 (six) months in arrears; or

4.8.3 who has acted in serious breach of the Association's objectives, after first having given the member an opportunity to make representations justifying his/her conduct.

4.9 Each member shall be entitled to exercise a single vote at any Meeting of the Association.

4.10 Notwithstanding any changes to the composition of the membership of the Association or its office bearers the Association shall continue to exist subject to clause 12 of this constitution.

5. GENERAL MEETINGS

5.1 The Association's Annual General Meeting shall be held within four months of the end of the Association's financial year, at a time and place determined by the Executive Committee.

5.2 The Annual General Meeting shall:

5.2.1 elect the members of the Executive Committee;

5.2.2 determine the annual subscriptions;

5.2.3 appoint Auditors, who shall be properly registered, and confirm their remuneration;

5.2.4 receive the Chairperson's annual report;

5.2.5 receive the audited annual financial statements.

5.3 Special General Meetings for the purpose of considering the business set out in the notice convening them may be called by the Executive Committee at any time.

5.4 On the written requisition of at least ten percent of paid up members, the Executive committee must call a Special General Meeting.

5.5 At least 14 (fourteen) days' notice shall be given to members of all Meetings. The notice shall deal in sufficient detail with the purposes of the Meeting and in the case of an Annual General Meeting include details of any nominations received for elective positions. Notice may be given by mail, fax or electronically and shall be deemed to have been received seven days after posting if sent by mail.

5.6 At least 10% (ten per cent) of members present in person, or by proxy, shall constitute a quorum for a Meeting.

5.7 If a quorum is not present, the Meeting shall be adjourned for the same place and time one week hence (or the first business day afterwards if it falls on a public holiday), in which case no quorum shall be required.

5.8 A member unable to attend a Meeting may appoint another member to represent and vote for him/her. Such proxies must be in writing and signed by the member making the appointment and must be handed in at least 72 hours before the Meeting.

5.9 Voting shall be by show of hands unless there is a contest for membership of the Executive Committee, in which case ballot papers shall be issued. Decisions shall be arrived at by a simple majority.

6. EXECUTIVE COMMITTEE

6.1 The business of the Association shall be managed by an Executive Committee consisting of at least 6 (six), and not more than 12 (twelve) members, who shall be elected at the Annual General Meeting.

6.2 Nominations of candidates for election to the Executive Committee must be received by the Association's Secretary at least 7 (seven) days before the Annual General Meeting. Nomination forms, in the form set out in the By-laws, must be signed by a proposer and a seconder, who shall both be members, as well as by the candidate signifying his/her acceptance of the nomination.

6.3 The Executive Committee may co-opt up to 5 (five) additional members to the Committee for their expertise in particular matters or to fill vacancies of members who have resigned from the Committee during a year. The term of office of all such members shall expire at the Annual General Meeting.

6.4 Serving local government councillors attend meetings in an ex officio capacity, unless they have been elected to office in terms of Clause 6.1.

7. FUNCTIONING OF THE EXECUTIVE COMMITTEE

7.1 The outgoing Chairperson shall convene a Meeting of the Executive Committee within 14 (fourteen) days of the Annual General Meeting at which:

7.1.1 a Chairperson;

7.1.2 a Vice-Chairperson to deputise in his/her absence; and

7.1.3 a Treasurer shall be elected.

7.2 The Secretary is appointed in terms of clause 7.9 and other members of the Executive Committee shall be appointed in the following portfolios: Land Use, Marketing, Heritage, Environment, Security, Traffic, Fire Protection and the Constantia Village Shopping Centre Servitude.

7.3 The Executive Committee shall hold regular (at least 10 (ten) per annum) meetings convened by the Chairperson or, in his/her absence, the Vice-Chairperson. Minutes shall be kept of proceedings by the Secretary, circulated by the Secretary for comment prior to the next meeting and then presented for confirmation at the meeting. The minutes are filed and stored at the CRRRA office and are available for inspection by arrangement.

7.4 Four (4) members present shall constitute a quorum. Proxies are not permitted.

7.5 If members are not able to reach consensus, the Chairperson can call for a vote on a proposal, to be taken by show of hands. If there is an equality of votes the Chairperson has a casting vote.

7.6 The Executive Committee has the power to constitute sub-Committees, which may have a mandate of either a standing, or an ad hoc, nature. The structure and mandates of the sub-Committees are set out in the Association's By-laws.

7.7 The Executive Committee has the power to adopt By-laws for the efficient management of the Association consistent with the provisions of this Constitution.

7.8 If a matter arises which requires immediate attention and there is insufficient time to call a Meeting of the Executive Committee, the Chairperson may take action on his/her own, after consulting all those members that may be available.

7.9 The Manager of the CRRRA office appointed by the Executive Committee from time to time acts as Secretary to the Executive Committee and will convene meetings of the Executive Committee after having established convenient dates from Committee members. The Secretary will also circulate an agenda for each such meeting. Should the Secretary be unavailable for this task for any reason the Chairperson will procure that another Committee member perform this function.

7.10 The Committee will operate in a democratic and participative manner and no single person may directly or indirectly control the decision-making processes of the Executive Committee of The CRRRA.

8. PRINCIPLES OF GOVERNANCE

8.1 The Executive Committee must manage the Association's business in a way that promotes, and is consistent with, the Association's objectives.

8.2 Good faith must be shown at all times.

8.3 Conflicts of interest must be avoided.

8.4 Personal interests in any matter before the Executive Committee must be disclosed by committee members to the others.

8.5 A member must not influence, or attempt to influence, the Executive Committee to come to a decision on any matter before it in exchange for any benefit, either direct or indirect.

8.6 The Association does not take any political stance on any matter.

8.7 The Executive Committee and its members are indemnified by the members of The CRRRA jointly and severally for all actions performed in good faith and in the course of their duties in terms of this Constitution.

9. THE ASSOCIATION'S POWERS

The Association shall have the power to:

9.1 acquire, own and dispose of property, whether movable or immovable;

9.2 lease offices and equipment;

9.3 open and operate bank accounts;

9.4 employ persons;

9.5 employ staff and enter into agreements on behalf of The CRRA in order to secure goods and services needed to fulfil the aims and objectives of The CRRA, provided that The CRRA shall not pay to any employee, office bearer, member or other person any remuneration as defined in the Fourth Schedule of the Income Tax Act, which is excessive, having regard to what is considered reasonable in the sector and in relation to the services rendered.

9.6 do all such things as may be necessary for the Association to give effect to its objectives.

10. FINANCIAL MATTERS

10.1 The Association shall keep proper accounting records and maintain banking accounts, the operation of which is under the supervision of the Treasurer, in accordance with standard administrative procedures.

10.2 The financial year of the Association ends on 31 August each year.

10.3 Audited annual financial statements prepared in accordance with generally accepted accounting practice shall be laid before the Annual General Meeting.

10.4 Funds available for investment may only be invested with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 and in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985.

10.5 The committee of The CRRA shall from time to time

10.5.1 set the authority limits regarding authorization required for the disbursement of funds; and

10.5.2 set the authority limits regarding the signing of contractual arrangements that The CRRA may enter into; and

10.5.3 determine the signing powers on The CRRA's bank accounts; and

10.5.4 collect and receive monies including subscriptions and donations from members and the general public for purposes of meeting the essential running costs of The CRRA and in promoting its aims and objectives in terms of its Constitution.

10.6 The CRRA may not give any of its money or property to its members or office bearers, save when it pays for work that a member or office bearer has done for The CRRA and provided such payment will be a reasonable amount for the work done.

10.7 The CRRA will not knowingly become a party to or permit itself to be used as part of any transaction, operation or scheme of which the sole purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy as contemplated in Part 11A of Chapter 111 or in Section 103 (5) of the Income Tax Act which but for such transaction, operation or scheme would have been or would become payable by any person under the Income Tax Act or any other Act administered by the Commissioner for the South African Revenue Service.

10.8 The CRRA shall not be entitled to distribute any profits or gains made by it at any time to any other person and shall apply all of its funds solely towards the attainment or furtherance of its objectives as set out in its Constitution.

11. AMENDMENTS

11.1 Any proposal to amend this Constitution shall be submitted to either an Annual General Meeting of members or a Special General Meeting of members convened for that purpose. The quorum and period of notice of such a Special General Meeting shall be as herein set out for an Annual General Meeting

11.2 No proposal to amend the Constitution shall be put to any such meeting unless notice of the resolution proposing the amendment has been set out in the notice convening the meeting.

11.3 Any amendments to this Constitution must be passed by a majority of at least two-thirds of members present or represented by proxy at a General Meeting of the Association.

11.4 The Committee of The CRRA shall submit any amendment of the Constitution to the Commissioner for the South African Revenue Service within 30 days of its amendment.

11.5 Amendments to the By-laws must be passed by a similar majority of the Executive Committee at a duly convened Meeting.

12. TERMINATION OF ASSOCIATION

12.1 The Association may be dissolved upon the passing of a resolution to that effect adopted by a majority of at least two-thirds of members present or represented by proxy at a General Meeting of the Association.

12.2 In the event the Association is wound up or dissolved and after its liabilities have been met, all its surplus assets must be transferred to one or more non-profit organizations that have been approved in terms of section 30 of the Income Tax Act and having similar objectives to those of the Association. A Special General Meeting of the Association shall be called by the Executive Committee of the CRRA to select appropriate organizations as recipients of these assets.

13 DEFINITIONS

13.1 In this Constitution:

13.1 "Constantia" shall mean the Constantia Valley, bordered by the mountain range to the West, the suburbs of Bishopscourt to the North, the suburbs of Wynberg and Plumstead to the East, and the suburb of Tokai to the South. The area is delineated on a map as recorded in the Association's By-laws.

13.2 "planning instruments" means all legislation and framework plans that affect development within Constantia.

Adopted 1 July 2003

Amended 15 October 2015

Amended 27 October 2016

Augmented July 2017

Signed:
(Chairperson)

Date: