

Constitution of the Wynberg Residents' and Ratepayers' Association

A voluntary association established by residents and ratepayers, operating within Wynberg in the area bordered by the railway line to the east, Plumstead to the south, Constantia to the west and the M3 to the north.

'Do not doubt that a small group of thoughtful,
committed citizens can change the world.

Indeed, it is the only thing that ever has.'

- Margaret Mead

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1. Name of Association

- 1.1. A voluntary association is hereby established on behalf of Wynberg residents and ratepayers and the name of this association shall be 'The Wynberg Residents' and Ratepayers' Association' (hereinafter referred to as the 'Association'). The Association shall operate within Wynberg, in the area bordered by the railway line to the east, Plumstead to the south, Constantia to the west and the M3 to the north (hereinafter referred to as the 'Area').

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.

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 City of Cape Town and other public bodies, especially regarding matters that affect property owners and/or residents in Wynberg and adjacent suburbs;
- 3.5. to instil in councillors and public officials an awareness of the wishes and needs of the residents of Wynberg;
- 3.6. to promote, enhance and protect both the built environment and the natural environment of Wynberg in keeping with its present open and natural character and with the heritage of the Area, including:
 - 3.6.1. opposing changes that will destroy the present residential character of the Area;
 - 3.6.2. maintaining the balance between the number of single residential dwellings and densified sectional-title and freehold developments, to sustain the heritage and open and natural character of the Area;
 - 3.6.3. supporting the protection and maintenance of conservation-worthy buildings, structures and open tracts of land and all things which contribute to a sense of place;
 - 3.6.4. supporting the protection and sustainability of all natural flora and fauna with a specific emphasis on the endangered Cape Rain Frog, *Breviceps gibbosus*, with a view to having the Area declared and recognised as a protected Overlay Zone by the City of Cape Town in this respect;
 - 3.6.5. supporting the cultural and aesthetic integrity of the built environment in keeping with historical traditions.

3.7. Notwithstanding Clause 3.6, the Association acknowledges the objectives and primacy of the Old Wynberg Village Society (OWVS) regarding the promotion and preservation of the unique mixed-use and historic character of the urban conservation area (Heritage Overlay Zone) known as Old Wynberg Village.

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 an account/accounts 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 residents of Wynberg; including holding and alienating movable and immovable property and taking legal action as and when deemed necessary.

5. Membership

- 5.1. The following persons shall be entitled to be members of the Association:
 - 5.1.1. Any *bona fide* owner of property in the Area, whether such property is owned personally or by a company/corporation/trust;
 - 5.1.2. Any person who is qualified to vote in Municipal Elections in the Area;
 - 5.1.3. Any person resident in the Area who is a foreign national able to provide proof, as recognised by the Department of Home Affairs, of permanent residency documentation/temporary residency documentation/recognised refugee status;
 - 5.1.4. Any juristic person that owns or leases property situate in the Area subject to clauses 5.1.5 and 5.1.6 below;
 - 5.1.5. A body corporate may only register as a member of the Association where fifty per cent or more of all owners in that share-block/sectional title scheme hold individual membership with the Association.
 - 5.1.6. Where ten or more members of a body corporate of a share-block/sectional title scheme join the Association, they may each receive an individual discount as decided upon per Clause 10.1.
 - 5.1.7. Any person resident in an area adjacent to the Area whose inclusion as a Member shall, in the opinion of the Committee, be in the interests of the Association;
- 5.2. Every application for membership shall be accompanied by the agreed membership fee.

6. Executive Committee

- 6.1. A Committee of not less than four members shall manage the affairs of the Association. The 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 Committee until the next AGM.
- 6.2. Election of the 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 Committee shall elect from its own body a Chairperson, Vice-Chairperson, Secretary and Treasurer.
- 6.4. The Committee shall have the power to elect sub-committees from its members to deal with such matters as may be delegated in terms of this Constitution.
- 6.5. The 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 Committee who fails to attend three consecutive meetings without leave of absence shall forfeit office. The Committee may then fill the vacancy.
- 6.7. A member of the 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.
- 6.8. The 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 Committee shall have the power to accept or reject applications for membership, to collect subscriptions and incur expenditure, to pay accounts due, 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 or claims are caused by grossly negligent act or omission of such person.
- 6.11. Correct minutes of all Committee Meetings shall be kept and supplied to all Committee members, as well as made available to all ordinary members upon request.
- 6.12. Ordinary members may request reasonable notice of and attend (but not vote at) Committee Meetings.

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 casting vote at Committee Meetings where 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 making sure 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 is also responsible for receiving and sending all correspondence on behalf of the Association as required by the Committee.

- 7.4. The *Treasurer* is responsible for keeping proper financial books and records of the Association, or, at the discretion of the 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. (A minimum of two signatories shall be required to make payments to and withdrawals from the account. The account shall be held in the name of the Association.) The Treasurer shall present financial statements at each 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 Committee.

8. Eligibility of Office Bearers for Re-Election

- 8.1. At every AGM, the Chairperson, Vice-Chairperson, Secretary, Treasurer and all other Committee Members shall retire from office but shall be eligible for re-election.

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.
- 9.1.1. Members may however be advised in writing at least 7 (seven) days prior to the date of the very first General Meeting – the Inaugural General Meeting – and the notice will similarly include an agenda for this meeting.
- 9.2. A General Meeting open to all members shall be held annually at a venue chosen by the Committee. This Annual General Meeting (AGM) shall be held within 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:
- Presentation and consideration of the Association's financial accounts (a balance sheet and a revenue and expenditure account) signed by both the Chairperson and the Treasurer;
 - Presentation and consideration of the Chairperson's report on the actions of the Committee;
 - Election of Committee Members;
 - Any special business, matter, proposal or resolution raised or proposed by any Members, of which due notice has been given in terms of the agenda.
 - Determination of the annual subscription for each Member.
- 9.3. Nominations for Committee Members must reach the Secretary of the Committee 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 Committee, provided that their annual subscription fees are fully paid to date (hereinafter 'paid-up Members').
- 9.5. Voting at Meetings shall take place either by a show of hands or by a ballot if so demanded by a majority of paid-up Members present.

- 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 per Clause 9.4.
- 9.7. 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.
- 9.8. 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.
 - 9.8.1. In the event of the 25% quorum not being attained, the AGM shall be adjourned to seven days from the initial date. A written notice of the adjournment will be sent to all paid-up Members.
 - 9.8.2. If at the adjourned meeting, a quorum is not present, then those paid up Members present in person or by proxy shall form a quorum.
- 9.9. 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 75% (seventy-five percent) of total membership of the Association, and the required majority required to pass such resolutions shall in turn be 75% (seventy-five percent) of the stated quorum.
- 9.10. 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 as per Clause 9.9).
- 9.11. The Secretary shall call a Special General Meeting on receipt of a written request from the Chairman following a Committee decision, or on receipt of a requisition signed by no less than 25% (twenty-five percent) of paid-up Members, indicating in writing the agenda for said Special General Meeting.

10. Subscription

- 10.1. The Association shall fix the annual subscription for each Member at the AGM.
- 10.2. The Committee shall keep a register of Members: only those Members whose subscriptions are up-to-date shall be eligible to vote, and shall further be eligible to stand for election at a duly constituted meeting of the Association.

11. Disciplinary Proceedings

- 11.1. The 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 Committee; and the 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 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.

12. Dissolution of the Association

- 12.1. As per Clause 9.9, a 75% (seventy-five percent) vote of paid-up members shall be required at an AGM or Special General Meeting to dissolve the Association.

- 12.2. In the event of such dissolution, the Association's assets shall be disposed of by the Committee provided that there shall be no personal gain to any Member arising from such dissolution; and the proceeds from same, in addition to any other funds in hand, shall in turn be disposed of at the discretion of the paid-up Members present at the Meeting, by majority vote.