

# **Constitution**

## **Langebaan Ratepayers & Residents Association**

Adopted at the Special General Meeting dated 6 September 2014  
(the text in the English language was adopted)  
As amended by AGM dated 28 January 2017\*

# CONSTITUTION LANGEBAAN RATEPAYERS & RESIDENTS ASSOCIATION

## 1 DEFINITION

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:

- **“Association”** shall mean the Langebaan Ratepayers & Residents Association.
- **“Council”** shall mean the Saldanha Bay Municipal Council.
- **“Municipality”** shall mean the Saldanha Bay Municipality.
- **“Members”** shall mean the fully paid-up members of the Association.
- **“Langebaan”** -deleted. AGM 2017
- **“ratepayer(s)”** means the registered owner(s) of rateable property as defined in the Municipal Property Rates Act, 2004, in Ward 6 and includes the definition as described in section 1 of the Municipal Systems Act 32 of 2000.
- **“resident(s)”** means a resident in Ward 6 **and Ward 14** whether a ratepayer or not and who receives a service account from the municipality. AGM 2017
- **“Saldanha Bay Municipality”** means as being described in the Municipal Systems Act No. 32 of 2000 Section 2 of the Act and as described as a category B municipality as referred to in Section 155(1) of the National Constitution.
- **“Wards”** mean the geographical area as demarcated by the **Municipal Demarcation Board as Ward 6 and Ward 14** within the Saldanha Bay Municipal area. AGM 2017
- **“written notice”** means a letter, pamphlet, e-mail, (mail sent by electronic means), short message service (SMS) or poster placed in a public place where visible to the general public or any other means of electronic communication including recordable voice messages.

## 2 NAME AND JURISDICTION

- 2.1 The name of the Association shall be Langebaan Ratepayers & Residents Association.
- 2.2 The area of jurisdiction shall be the geographical area of Ward 6 **and Ward 14** of the Saldanha Bay Municipality. AGM 2017
- 2.3 The Association is founded in terms of section 31(1)(b) of the Constitution of the Republic of South Africa Act, No. 108 of 1996 and its core business is as stipulated in section 152(1)(e) of the said Act “to encourage the involvement of communities and community organizations in the matters of local government”.
- 2.4 The Association is a "*universitas personarum*" a juristic person, not for gain, capable of performing all such acts as are necessary for, or incidental to, the achievement of its objectives, the performance of its functions and the exercise of its powers including the right to sue and be sued in its own name, having perpetual succession, and neither members nor the Executive Committee shall be answerable for the debts or engagements of the Association.

## **2.5 Income and Property of the Association.**

- 2.5.1 Members and office-bearers have no rights in the property or other assets of the Association by virtue of them being members or office-bearers.
- 2.5.2 The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or any member of the Association or office-bearer, except as reasonable compensation for services rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

## **3 OBJECTIVES**

The objectives of the Association are formulated to be in line with the directives stipulated in the Constitution of the Republic of South Africa as referred to in Clause 2.3 above ; articulating the rights and duties of members of the Langebaan community as embodied in section 5 (1) of the Municipal Systems Act 32 of 2000 and in particular the following:-

- 3.1 To keep itself informed on the affairs of the Municipality, especially on matters that affect ratepayers and other residents of Ward 6 **and Ward 14**.  
AGM 2017
- 3.2 To be engaged constructively, through open channel communication and on a non-party political basis, with the Municipality, in the management of Ward 6 **and Ward 14**, ensuring fair and best practice in furthering the interests of its ratepayers and other residents. AGM 2017
- 3.3 To develop a Spatial Development policy and actively participate in the spatial planning of urban and rural development, taking cognizance of

aspects of health and safety and promote sustainable environmental conservation awareness as well as healthy and sustainable economic development.

- 3.4 To participate annually in the Integrated Development Process and provide inputs contributing to Langebaan's town development plan.
- 3.5 To participate in the annual municipal budget process to ensure best value for money, prioritization of needs and fair and proportional allocation of ratepayers money to Ward 6 and Ward 14. AGM 2017
- 3.6 To actively engage with the Municipality regarding public participatory processes, applications and activities in Langebaan with the view to further the interests of Langebaan residents.
- 3.7 To appoint sub-committees as may be necessary from time to time to investigate and to report to the Executive Committee such matters as will give effect to the aims and objectives of the Association.
- 3.8 To liaise and engage with Government Departments, the Provincial Administration, and any other bodies or entities insofar as it concerns Langebaan and the members of the Association.
- 3.9 To engage with other community bodies with the aim of furthering the interest of the Langebaan residents.

## **4 MEMBERSHIP**

- 4.1 Membership shall be open to all ratepayers (including registered corporate bodies, partnerships, Trusts, Closed Corporations and Companies as described in the Companies Act 71 of 2008 and the Trust Act 57 of 1988) and other residents of Ward 6 who pay service accounts to the Saldanha Bay Municipality.
- 4.2 Subject to Clause 4.1 a member shall be a person who has paid his current annual subscriptions as determined by the Annual General Meeting from time to time and whom the Executive Committee has approved as a member. Fully paid-up membership for the current year, as per Clause 4.7, shall be valid until the adjournment of the Annual General Meeting following the end of that year provided that the Annual General Meeting shall take place not later than the end of January the following year.
- 4.3 Application for membership shall be in writing, duly signed by the applicant on a prescribed form, to the Executive Committee which, at its discretion, shall decide on the admission or otherwise of such applicant as a member.
- 4.4 Should an application for membership be declined by the Executive Committee, such refusal shall be accompanied by reasons.

- 4.5 A would be member, on finding his application declined by the Executive Committee, shall have the right to make written representations to the Executive Committee, for reconsideration, within 14 days of notification of such refusal and be entitled to be heard by the Executive Committee.
- 4.6 Renewal of annual membership shall not require the prescriptions as stipulated in Clause 4.3.
- 4.7 Application for membership for a particular year may be received until 31 October of that year and renewals of membership for a particular year may be undertaken up to the same date.
- 4.8 Members who applied or renewed membership after 31 October shall not be eligible to vote at the next Annual General Meeting. However, their membership shall be valid until the adjournment of the consecutive Annual General Meeting.
- 4.9 Spouses of members automatically become members and have voting rights as such members provided that either one may vote, but not both.
- 4.10 A representative of a Corporate Body, Close Corporation, Company or Trust, shall be duly mandated by means of a proper written resolution passed by the relevant trustees, members, share holders or Executive body of such entity.
- 4.11 The mandate referred to in Clause 4.10 shall be renewed annually before 31 October.
- 4.12 Representation of the entity, referred to in Clause 4.10, shall be limited to one.
- 4.13 An individual representing an entity referred to in Clause 4.10 cannot represent more than one such entity neither take up any other individual membership in the Association.
- 4.14 A member shall have one vote only, notwithstanding the number of properties he or she possesses. Membership vests in the person and not in the property.

#### **4.15 Termination of Membership**

- 4.15.1 The Executive Committee may by resolution terminate the membership of a member in the following instances:
- 4.15.1.1 Where a member, in the opinion of the Executive Committee, acts *mala fide* or otherwise brings the name and reputation of the Association in disrepute.
- 4.15.1.2 Where a member refuses to comply with the terms and conditions of the constitution.

- 4.15.2 Before a member's membership is terminated in terms of this Clause, the member shall be afforded an opportunity to reply to any allegation brought against him, and shall have the right to be heard by the Executive Committee and present witnesses and affidavits in support of his case. Should the Executive Committee resolve to terminate the membership of a member, such member shall have a right of appeal to a Special General Meeting of the Association called for this purpose. The decision of the Special General Meeting is final and binding.
- 4.15.3 Membership expires automatically at the adjournment of the Annual General Meeting.

## **5 MEETINGS**

- 5.1 Annual General Meetings and other meetings of the Association shall be held on such dates and at such times as the Executive Committee shall decide: Provided that the Annual General Meeting shall be held not later than the end of January each year.
- 5.2 The Annual General Meeting -
- 5.2.1 elects an Executive Committee;
  - 5.2.2 determines the annual membership fees payable to the Association;
  - 5.2.3 may amend this Constitution as provided in Clause 10.1;
  - 5.2.4 must consider and approve the financial statements of the Association for the preceding financial year. In the event of non-approval the matter will be referred back to the Executive Committee for reconsideration. The Executive Committee shall ensure that the concerns of the meeting be accommodated and a new set of statements be presented at the a Special General Meeting called for this purpose, within 60 days; and
  - 5.2.5 consider the Chairperson's Annual Report.
- 5.3 Fourteen days written notice shall be given of an Annual General Meeting or Special General Meeting.
- 5.4 The Executive Committee may call Special General Meetings and must do so at the written request signed by twenty five (25) or more members. Such written request must be properly motivated.
- 5.5 Notifications of Special General Meetings shall contain a full agenda of items to be discussed at such a meeting.
- 5.6 Special General Meetings requested by members shall only have the items submitted by them on the agenda.

- 5.7 Concerns of members to be submitted to a Special General Meeting for a resolution, excluding requests referred to in Clause 5.4, may be submitted to the Secretary at any time. The Secretary shall keep record of these matters and shall include them on the agenda of the next Special General Meeting. If the member is not present at the Special General Meeting to introduce his matter of concern, the matter will lapse.
- 5.8 No agenda shall contain an item “General”
- 5.9 **Ten percent (10%) of the** members shall form a quorum at the Annual General Meeting or Special General Meetings: **Provided that a quorum of the Exco is also present.** AGM 2017
- 5.10 In the event of a quorum not being present within **15** minutes after the time set for its start, the meeting shall be adjourned for **15 minutes** at which subsequent meeting the agenda will be dealt with whether a quorum is present or not provided that a quorum of the Executive Committee is present. AGM 2017
- 5.11 Voting at meetings, other than for office bearers, shall be by show of hands or, if so decided by the Chairperson or, if requested by the majority of members, by ballot.
- 5.12 Each member shall have one vote provided that the chairperson shall have a casting vote.
- 5.13 Members who renew their membership or new members who sign up after the date of notification of a Special General Meeting, but before that meeting, shall not be eligible to vote at such meeting, however, they will be eligible to vote at follow-up meetings.
- 5.14 General meetings of the Association shall be the highest governing bodies of the Association.

## **6 EXECUTIVE COMMITTEE**

- 6.1 An Executive Committee, comprising eight (8) elected members, shall manage the affairs of the Association. The Executive Committee is competent to make rules, not inconsistent with this constitution, regarding the conduct of its affairs.
- 6.2 A Chairman, Vice Chairman, Secretary, Treasurer, and four (4) additional members present at such meeting shall be elected by the Annual General Meeting from fully paid-up members: Provided that where a candidate is unable to be present at the meeting, his proposer shall submit to the Secretary a written affirmation by the candidate that he will accept the nomination.
- 6.3 Election and nomination procedures shall be in accordance with the procedure set out in Annexures A and B.
- 6.4 A member of the Executive Committee who fails to attend two (2)

Executive Committee meetings without leave of absence, in any calendar year, shall *ipso facto* cease to be a member of the Executive Committee.

- 6.5 The Executive Committee shall have the right to fill any vacancy which occurs in terms of Clause 6.4 by appointing a member in such vacancy. In its discretion, the Executive Committee may co-opt not more than two additional members on the Executive Committee generally for their expert knowledge or to perform a specific task. Such co-opted committee members shall not be empowered to vote at Executive Committee meetings.
- 6.6 The term of office for members of the Executive Committee shall last until the adjournment of the Annual General Meeting following that at which they were elected. Retiring members may be re-elected.
- 6.7 Councillors, domiciled in Ward 6 **and Ward 14**, may attend Executive Committee meetings on invitation of the Executive Committee as observers and may be allowed to speak at the discretion of the Chairperson, but without any voting rights. AGM 2017
- 6.8 The Executive Committee shall meet at such dates and times as it determines: Provided that it shall meet at least six (6) times in a calendar year.
- 6.9 The quorum at Executive Committee meetings shall be four (4) members.
- 6.10 Executive Committee members must declare any conflicting interest they have in the item under discussion and the Executive Committee will decide if they need to forfeit the right to vote on that item or should recuse themselves from the meeting while the matter is discussed.
- 6.11 Executive Committee members shall treat all matters discussed at Executive Committee meetings as confidential. Any breach of this clause shall cause the member to be dealt with as prescribed in Clause 4.15.1
- 6.12 The Executive Committee may from time to time appoint sub-committees with delegated authority to fulfill specific tasks identified by the Executive Committee. The sub-committee shall have the same legal persona as the Association and shall be chaired by the primary portfolio holder on the Executive Committee. Such sub-committee members shall not have any voting rights on the Executive Committee and/or on the sub-committee.
- 6.13 Executive Committee members shall not represent themselves as speaking on behalf of the Association: Provided that where a member is appointed by the Executive Committee, to represent the Association on a specific organization, forum or other public body, such member can speak on behalf of the Association: Provided further that the best interests of the Association are served.
- 6.14 Public representatives shall not be eligible for election for any position on the Executive Committee.



## **7 OFFICE BEARERS**

### **7.1 The Chairperson**

- 7.1.1 The Chairperson shall chair all meetings of the Association.
- 7.1.2 The Chairperson shall have a casting vote at meetings and shall ensure that the interests of the Association be protected and its Constitution be complied with.
- 7.1.3 The Chairperson shall submit a report on the activities of the Association, during the preceding year, to the Annual General Meeting.
- 7.1.4 The Chairperson shall be the spokesperson of the organization except when another spokesperson was appointed by the Executive Committee

### **7.2 The Vice Chairperson**

- 7.2.1 The Vice Chairperson carries out such duties as are allocated to him by the Chairperson or the Executive Committee and shall act as Chairperson in the absence of the Chairperson. Should the Vice Chairperson be unable to chair the meeting in the absence of the Chairperson, the remainder of the Executive Committee members, present at the meeting, shall appoint a member amongst themselves, to chair the meeting.

### **7.3 The Treasurer**

- 7.3.1 The Treasurer shall keep an accurate account of the finances and assets of the Association and he shall report at each meeting of the Executive Committee as well as at the Annual General Meeting on the financial position of the Association.
- 7.3.2 The Executive Committee shall appoint an Accounting Officer within 60 days after the Annual General Meeting each year and the financial statements presented at the following Annual General Meeting shall be signed off by such Accounting Officer.
- 7.3.3 The Treasurer, (or the Secretary on his behalf) shall deposit all monies received by the Association within seven (7) days of receipt in a bank account, opened in the name of the Association, and held separately from those of its members, at a bank selected by the Executive Committee: Provided that an amount of R500 may be retained as petty cash.
- 7.3.4 Payments shall be on the authority of any one authorized signatory. The authorized signatories shall be the Chairperson, Treasurer and Secretary.
- 7.3.5 Any expenditure in excess of R2 000.00 shall be subject to prior approval of the Executive Committee.
- 7.3.6 The Treasurer has the authority to conduct electronic banking: Provided that Clauses 7.3.4, 7.3.5, 7.3.7 and 7.3.8 are adhered to.

7.3.7 The Executive Committee must approve all expenditure of the Association and may make donations for the purposes of promoting the objectives of the Association.

7.3.8 When a matter of urgency arises which needs immediate attention, and requiring an amount of money to be paid out, the matter shall be resolved by the Chairperson, Vice Chairperson and the Secretary. In the absence of any of the above, the Treasurer or any other member of the Executive Committee may provide consent: Provided that the rest of the Executive Committee shall be notified within 7 days of the consent given.

#### **7.4 The Secretary**

7.4.1 The Secretary shall draw up and dispatch all agendas and keep minutes of all meetings of the Association and perform such other duties from time to time allocated to him, by the Executive Committee.

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

7.4.3 The Secretary shall keep an up to date record of the names and addresses (and where possible the telephone numbers and email addresses) of all members. Such record shall reflect whether subscriptions have been paid and must be treated as privileged and confidential. Ownership of the record shall vest in the Association.

7.4.4 The portfolios of Secretary and Treasurer may be combined.

## **8 FINANCE**

The financial year shall be from 1 January to 31 December.

## **9 MEMBERSHIP FEES**

9.1 Membership fees shall be fixed annually by the Annual General Meeting and is payable on or before 31 October of each year

## **10 CONSTITUTION**

10.1 Amendments to the Constitution shall require approval at an Annual General Meeting or a Special General Meeting: Provided that sixty percent (60%) of members present at the meeting vote in favour of such amendment: Provided further that details of the proposed amendment(s) are included in the notice of such general meeting.

10.2 A copy of the Constitution is available to members on the website or in printed form on request.

## **11. INDEMNITY**

- 11.1 Subject to the provisions of any relevant statute, members of the Executive Committee shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any person incurs or becomes liable for as a result of any contract entered into, or act done by him, in his elected capacity, in the discharge, in good faith, of his duties on behalf of the Association
- 11.2 Subject to the provisions of any relevant statute, no member of the Executive Committee shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his office, unless it arises as a result of his dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

## **12. DISSOLUTION**

The Association shall dissolve if two-thirds of the members present at a Special General Meeting called for this purpose agrees thereto, or if the membership of the Association becomes less than 20. At the dissolution, all financial commitments are to be discharged, and if any assets remain, shall be donated to an institution or organization decided upon by the members present at the dissolution meeting.

## **13. DISPUTE RESOLUTION**

- 13.1 In the event of a serious disagreement between the members of the Executive Committee and/or members of the Association regarding the interpretation of this constitution, any two (2) Executive Committee members or any five (5) members of the Association, shall be entitled to declare a dispute. Such declaration shall be in writing, stating the issue in dispute, and addressed to the Executive Committee.
- 13.2 The Executive Committee shall consider such declaration within two (2) weeks after receiving it. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the members declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 13.3 Should the dispute be referred to a mediator, the members declaring the dispute and the Executive Committee must agree on a suitable mediator and the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 13.4 In the absence of agreement regarding a mediator or should

mediation not resolve the dispute, the dispute shall be referred for arbitration. The arbitrator shall be a suitably qualified person as the members declaring the dispute and the Executive Committee may mutually agree upon. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties on the basis that a majority decision of the appointed arbitrators shall be final and binding.

- 13.5 The arbitration proceedings shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to the principles of natural justice.
- 13.6 The arbitrator may base his award not only upon the applicable law but also upon the principles of equity and fairness.
- 13.7 The members declaring the dispute and the Executive Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.
- 13.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.
- 13.9 The English text of this Constitution was adopted at the General Meeting and shall be regarded as the official Constitution.

Signed:

CHAIRPERSON

SECRETARY

## **ANNEXURE ( A )**

### **RULES FOR THE ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE OF THE LANGEBAAN RATEPAYERS AND RESIDENTS ASSOCIATION.**

#### **1. Application**

- 1.1 Members of the Executive Committee of the Association must be elected in terms of Clause 6 of the Constitution at an Annual General Meeting to be held during January.
- 1.2 The procedure set out hereunder applies whenever the Annual General Meeting or other meeting takes place to elect members of the Executive Committee/office bearers.

#### **2 Nominations**

- 2.1 Nomination forms ( Annexure B ) for office bearers must be available 14 days prior to the announced date of the meeting.
- 2.2 Nominations shall close at 17.00 seven (7) days prior to the meeting.
- 2.3 A nomination must be made in writing on the prescribed form.
- 2.4 The form on which a nomination is made must be signed by one member in good standing as the proposer and one member in good standing as the seconder.
- 2.5 The person who is nominated must indicate acceptance of the nomination by signing either the nomination form or any other form of written confirmation.

#### **3 Election procedure**

- 3.1 At the meeting the presiding officer/electoral officer must announce the names of the persons who have been nominated as candidates but may not permit debate.
- 3.2 Candidates will be allowed 2 minutes to introduce themselves.
- 3.3 The vacant portfolios will be elected one after the other beginning with the Chairperson.
- 3.4 Election of office bearers shall take place by secret ballot.
- 3.5 If only one candidate is nominated for a position, the presiding officer/electoral officer must declare that candidate elected.
- 3.6 If more than one candidate have been nominated –
  - (a) each member present at the meeting may cast one vote;
  - (b) the presiding officer/electoral officer must declare as elected the candidate who receives a majority (50% +1 ) of the votes.

3.7 The member allowed to vote is that member who has paid his/her membership fee for the current year (i.e. in good standing).

3.8 Only one name per ballot paper.

3.9 Voting by proxy shall not be allowed.

#### **4. Elimination procedure**

4.1 If no candidate receives a majority of the votes, the candidate who receives the lowest number of votes must be eliminated and a further vote taken on the remaining candidates in accordance with the election procedure. This procedure must be repeated until a candidate receives a majority of the votes. (Absolute Ballot )

4.2 When applying paragraph 3.1, if two or more candidates, with the lowest number of votes, each have the same number of votes, a separate vote must be taken on those candidates, determining which candidate is to be eliminated.

#### **5. Additional members of the Executive Committee**

5.1 The presiding officer/electoral officer announce the names of the nominated candidates.

5.2 If only four (4) candidates are nominated, the nomination is unopposed and the nominated candidates are elected.

5.3 If more than 4 candidates are nominated, ballot papers are issued.

5.4 Members vote for four (4) candidates.

5.6 The four candidates with the most votes are elected.

5.7 If there is a tie between two candidates or more, causing more than four candidates to have the most votes, voting will again take place between those candidates, the candidate with the highest number of votes going through.

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ANNEXURE ( B )

LANGEBAAAN RATEPAYERS AND RESIDENTS  
ASSOCIATION

EXECUTIVE COMMITTEE

NOMINATION FORM

*We hereby nominate as CHAIRPERSON/VICE  
CHAIRPERSON/SECRETARY/TREASURER/ADDITIONAL MEMBER\*  
(delete which is not applicable)*

**COMPLETED AND SIGNED NOMINATIONS MUST BE HANDED TO THE SECRETARY AT THE LATEST  
ON ... JANUARY 20... @17.00**

*MR/MS* \_\_\_\_\_

*Proposed by* \_\_\_\_\_  
*Name* *Signature*

*Seconded by* \_\_\_\_\_  
*Name* *Signature*

WE DECLARE THAT WE ARE CURRENTLY FULLY PAID UP MEMBERS OF THE LANGEBAAAN  
RATEPAYERS AND RESIDENTS ASSOCIATION

I ACCEPT THE ABOVE NOMINATION AND DECLARE AS FOLLOWS:  
I am a fully paid up member.

\_\_\_\_\_  
*NAME* *SIGNATURE* *DATE*

**NOMINATIONS CLOSE ON ... JANUARY 20... @ 17.00**

