

## THE PRINGLE BAY RATEPAYERS' ASSOCIATION CONSTITUTION

### 1. NAME

The name of the Association shall be the PRINGLE BAY RATEPAYERS' ASSOCIATION.

### 2. LEGAL STATUS

- (a) The Association shall be a body corporate not for gain, with perpetual succession, and capacity to acquire rights and incur obligations independently of its members. The Association shall be capable of suing and being sued in its own name and shall have the right to acquire immovable property. All assets, funds or property of the Association shall be held or registered in the name of the Association as a corporation at law. All income and property of the Association shall be applied solely to the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly to any member or members provided however that the duly elected Chairman, Vice-Chairman, Secretary, or Treasurer, or any other persons appointed by the Committee to perform functions on behalf of the Association shall be entitled to be refunded any disbursements reasonably made by any of them on behalf of the Association and pursuant to the performance of their duties.
- (b) The liability of every member of the Association shall be limited to the amount of the subscription due by such member in terms of this Constitution and unpaid, and beyond this, no member shall be personally liable for the debts of the Association.

### 3. AIMS AND OBJECTIVES

The objects of the Association shall be:

- (a) To preserve and protect the rights and interests of all ratepayers and residents as a whole of the area at present constituting the urban township of Pringle Bay and as may be subsequently constituted by the relevant authorities from time to time as comprising Pringle Bay Township, and to this end to represent all such ratepayers and residents as a whole in negotiating and liaising with the relevant local authority.
- (b) To keep in close contact with the local authority and/or service provider or any other body and its affairs, especially on matters which might affect ratepayers and residents of Pringle Bay Township such as public services, water supply, electricity supply, sewerage, storm water, roads, refuse removal, rates and taxes etc.
- (c) To co-  
Council, Organisations, etc, which have objects similar to that of this Association.
- (d) To seek representation on any Body, Forum or Association, whenever deemed necessary, with a view to representing and protecting the rights and interests of all ratepayers and residents of Pringle Bay Township and its environment.
- (e) To encourage and support, financially or otherwise, any Environmental groups or Associations operating within the area of Pringle Bay Township or its environs, and to encourage the formation of such groups, where necessary.
- (f) To take such steps as the Executive Committee may deem necessary and expedient to:
  - (i) Ensure that development takes place within the Township in a manner deemed orderly and acceptable to the Executive Committee.
  - (ii) Co-operate with the local or state authorities in protecting the beaches, shoreline, rocks, and public open spaces within and adjoining the township from vandalism,

destruction of flora, fauna & marine resources, and misuse, and, if necessary, to encourage ratepayers and residents to this end.

- (g) To take generally an active interest in all matters affecting the welfare of all ratepayers and residents of Pringle Bay Township, particularly those relating to rates, services and amenities.

4. POWERS

The Association and any committee managing its affairs shall have all such powers as are appropriate for achieving the aims and objects of the Association.

5. MEMBERSHIP

- (a) Ordinary membership shall be open to:

(i) all ratepayers owning property within the area of Pringle Bay Township as defined in sub - clause 3 (a) above; and

(ii) subject to the provisions as to voting rights pertaining to members as set out in clause 7(h), the spouse of any ratepayer who is a natural person.

(iii) for the purposes of sub-person with whom the ratepayer is in a permanent relationship.

- (b) Application for membership shall be made in writing to the Secretary and signed by the applicant.

- (c)

(i) The Executive Committee shall consider all applications for membership and shall in their discretion admit applicants to membership and enrol them as members of the Association.

(ii) If at any time after the admission of an applicant to membership it shall appear that he has been admitted under a misrepresentation or mistake, the committee shall have the power to cancel such admission. The person whose election is thus cancelled in terms of this clause shall cease to be a member of the Association and his name shall be erased from the register of members and he shall have no claim against the association for damages, return of entrance fee or subscription, on any grounds whatsoever, but the committee shall be entitled to make such *ex gratia* refund of such entrance fee or subscription.

- (d) Honorary members may be elected by the members present at a general meeting.

6. EXECUTIVE

- (a) The affairs and assets of the Association shall be controlled by an Executive Committee.

- (b)

(i) The Executive Committee shall consist of not less than six (6) and not more than ten (10) members, as may be elected at each Annual General Meeting, subject, however, to the provisions of subparagraph (ii) below

(ii) The Executive Committee members shall retire annually by rotation of half the number of sitting members. The Committee members to retire each year shall be those who have been longest in office since their last election at the annual general meeting but as

between members who became committee members on the same day, those to retire shall unless they otherwise agree among themselves, be determined by lot at a meeting of the Executive Committee. A retiring member shall be eligible for re-election.

- (iii) The Executive Committee shall at its first meeting after the Annual General Meeting elect from amongst its members a Chairman, Vice-Chairman, Secretary and Treasurer.
  - (iv) If any vacancy arises in the Executive Committee during the course of the year, such vacancy may be filled by the Committee. A member so appointed shall, subject to paragraph (v) hold office until the next Annual General Meeting.
  - (v) The Executive Committee shall have power to co-opt to the committee or to serve on any ad hoc sub-committee(s) members, in addition to those elected or appointed in terms of sub-paragraph (ii), as in its discretion it may from time to time decide. Any co-opted member shall hold office until the relevant subcommittee is dissolved or the next Annual General Meeting whichever should be the earlier, subject always to the provisions of paragraph (i).
  - (vi) Any member of the Association who is a member of the ward committee of the municipal ward which incorporates Pringle Bay shall *ex officio* be a member of the executive committee.
- (c) Candidates for the position of Executive Committee member including retiring committee members shall be nominated in writing. Nomination forms, signed by the proposer and seconder and also by the nominated member to signify willingness to accept office, must reach the Secretary at least seven (7) days before the annual general meeting. If the number of candidates does not exceed the number of committee members to be elected, all the candidates shall be declared elected. If the number of candidates exceeds the number of committee members to be elected, the election shall be by ballot. The members present at the Annual General Meeting shall each vote for as many candidates as there are vacancies but the ballot paper of any member who votes for a greater number of candidates than there are vacancies, shall be invalid. If insufficient or no nominations are received, the vacancy(ies) so caused shall be regarded as a casual vacancy(ies) to be filled as provided for by sub - paragraph (b)(iv) above.
- (d) Although proxy votes may be accepted in other matters, no proxy or postal votes will be accepted for the purposes of voting for the election of Executive Committee Members.
- (e) No person shall be elected to the Executive Committee unless he/she has been a member of the association for at least three months and has paid his current year's subscription.
- (f) A quorum at an Executive Committee meeting shall consist of one half of the members of the committee plus one member.
- (g) Representatives of the local Authority may be invited to the Executive Committee meetings, and all other meetings and may address such meetings. They shall, however, have no right to vote at an Executive meeting unless they are also elected members of the Executive.
- (h) No Executive Committee member may also be a councillor on the council of any local authority having jurisdiction over Pringle Bay during his period of office as an Executive Committee member, and any such member shall immediately resign as a committee member should he be elected to the council of any such local authority.
- (i) The Executive Committee shall meet at least six times a year excluding Annual and Special General Meetings. Any member of the Executive Committee failing to attend three consecutive meetings without leave of absence having been granted by the Committee, shall

forthwith forfeit his/her office. The Executive Committee may, however, condone such absence on a satisfactory reason being advanced.

- (j) The Executive Committee may delegate any of its powers to a sub-committee consisting only of such of the committee members as it thinks fit.
- (k) The Executive Committee shall have power to make such rules and/or regulations as may be necessary for the proper conduct of the business of the Association.
- (l) The Executive Committee shall have the power to appoint and remunerate at its sole discretion any artificial or natural person to assist with clerical and similar duties in order to carry out its functions and on such terms and conditions as the Executive Committee may deem fair and reasonable. Notwithstanding anything otherwise contained in this constitution, any person appointed and remunerated in terms of this sub-paragraph may be a committee member or, if an artificial person, a committee member may have an interest therein or be associated therewith

## 7. GENERAL MEETINGS

- (a) The Annual General Meeting shall be held in the month of December. Other general meetings shall be held as may be considered necessary by the Executive Committee.
- (b) A special general meeting shall be convened by a majority decision of the Executive Committee or upon a petition in writing to the Executive committee signed by not less than one-tenth (1/10) (but in no case less than twenty (20) of the members of the Association entitled to exercise a vote, for the consideration of such business as shall be specifically stated in the requisition. If within twenty-one (21) days after the transmission of such requisition a special general meeting is not convened by the executive committee, it may be convened by the prescribed number of requisitionists.
- (c) All notices convening a meeting, whether annual or special, shall be posted to the addresses of all members in good standing with the Association at least fourteen (14) days before the date fixed for the meeting and shall specify, inter alia, the nature of the business to be transacted. The non-receipt of such notice by any member shall not invalidate the proceedings of any meeting.
- (d) The Chairman of the Executive Committee, or in his absence, the Vice-Chairman, shall be the chairman of any general meeting. In the event of both being absent, the committee members present shall appoint one of their number to act as chairman of the meeting.
- (e) The quorum for a general meeting shall be one-tenth (1/10) of the paid-up members entitled to exercise a vote, excluding committee members. If a quorum is not present, the meeting if convened upon the requisition of members shall not be held, in any other case it shall stand adjourned automatically for fourteen (14) days, notice again being given to all members as provided for in paragraph (c) above.
- (f) No member shall be allowed to speak or vote at any meeting of the Association unless he/she has been a member for at least thirty days prior to the date of the meeting and his/her subscription for the current year has been paid.
- (g) The Executive Committee shall before any meeting is convened decide whether voting by proxy will be allowed at such meeting, and if so, the necessary forms shall be dispatched with the notices convening such meeting,
- (h) Subject to the provisions of clause 7(i) each member shall be entitled to exercise only one (1) vote at any meeting of the Association.

- (i)
  - (i) In the case of a member referred to in clause 5(a)(ii), such member and a member referred to in clause 5(a)(i) shall be entitled to exercise only one (1) vote between them. In the event of a dispute between such members as to which of them shall be entitled to exercise the vote the right of the member referred to in clause 5(a)(i) shall take precedence over the other member.
  - (ii) In the case of persons who are members by virtue of their joint ownership of property referred to in clause 5(a)(i), they shall be entitled to only one (1) vote between them. In the event of a dispute arising as to which of them shall be entitled to exercise the vote, such dispute shall be decided by lot.
- (j) A member who is not a natural person may designate a natural person to act on its behalf, including voting at meetings and participating in the committee, by submitting a written nomination to this effect to the secretary. Such nomination remains of force until revoked in writing or replaced by another nomination.

#### 8. CHAIRMAN'S CASTING VOTE

At all General and Executive Meetings the Chairman shall have a deliberative vote, and in case of any equality of votes shall also have a casting vote.

#### 9. FINANCIAL YEAR

The financial year of the Association shall be from the first day of November to the last day of October of each year, both days inclusive.

#### 10. SUBSCRIPTIONS

- (a) The annual subscription shall be such amount as shall be determined from time to time by the Executive Committee, provided always that any amendment to the annual subscription shall be confirmed by members at the immediately preceding general meeting. Notwithstanding such approved amendment the committee shall be entitled to increase the subscription further by an amount not exceeding the official inflation rate to cover any unavoidable increases in administration costs.
- (b) The subscription for the current year shall be paid within THREE (3) months of the commencement of the Association's financial year whereafter any unpaid subscription will be deemed to be in arrears.
- (c) Members shall pay subscriptions within THIRTY (30) days of being notified thereof by the Treasurer.
- (d) Notwithstanding anything otherwise contained in this clause, any permanent resident of the urban Township of Pringle Bay as defined in sub-clause 3 (a) above, shall be entitled to apply to pay a reduced subscription equivalent to 20% of the current annual ordinary subscription for as long as he or she resides permanently in Pringle Bay provided such resident;
  - (i) is a ratepayer of the said Township, and
  - (ii) receives an income solely from a social welfare pension from the state, or on a means test basis would qualify for such pension.

#### 10A. TAX PROVISIONS

- (a) Such public benefit activity/activities (or substantially the whole thereof) will be carried out in the Republic of South Africa.
- (b) At least three members of the executive committee of the Association, who are not connected persons as defined in the Income Tax Act to each other, shall accept fiduciary responsibility of the Association for the purposes of the said Act.
- (c) No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- (d) The funds of the Association as a public benefit organisation will be used solely for the purpose for which it was established, or shall be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, (Act No 39 of 1984) or in any listed
- (e) Upon dissolution of the Association as public benefit organisation, the remaining assets will be transferred to a similar public benefit organisation within the Republic of South Africa which has been approved in terms of section 30 of the income Tax Act No 58 of 1962.
- (f) A copy of all amendments of this Constitution, or other written instrument under which the Association as a public benefit organisation was established, will be submitted to the Commissioner for the South African Revenue Service.
- (g) No activity of the Association will directly or indirectly promote the self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- (h) No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.

#### 11. CONSTITUTION

- (a) Alterations or additions to the Constitution may be made only by two-thirds of the members present and entitled to exercise a vote at an Annual General or Special 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.
- (b) Not less than fourteen days notice in writing shall be given to members of any meeting at which such alterations or additions are to be considered.
- (c) 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 fourteen days notice convening the meeting.
- (d) Copies of this constitution shall be furnished to any member on request and against payment of a nominal charge as may be determined by the Executive Committee from time to time. All newly elected committee members shall be entitled to a copy free of charge.

#### 12. DISSOLUTION OF THE ASSOCIATION

- (a) The Association may be dissolved by a majority vote of two-thirds of the persons who are present and entitled to vote at a General Meeting duly convened for that purpose and confirmed at a second Special General Meeting held not earlier than 14 days and not later than 28 days after the passing of such resolution.

- (b) At such meeting 10 persons entitled to vote shall form a quorum.
- (c) The meeting referred to in this paragraph shall be convened by sending a notice to members and representatives at least 28 days before the date of the first meeting. Such notice shall clearly state the object of the meeting and the date, time and place appointed for each of the two meetings.
- (d) In the event of the dissolution of the Association being agreed upon:
  - (i) The property and other assets of the Association shall be vested in such liquidator as the Executive Committee shall appoint.
  - (ii) If there remain any assets whatsoever after the satisfaction of all the debts and liabilities of the Association, such assets shall not be paid to or distributed amongst the members but shall be given to such local organisation or organisations preferably having a similar object, as may be approved by a majority of the persons present and entitled to vote at the first -mentioned meeting and confirmed at the second meeting referred to.

## **ANNEXURE A**

The following additions to the Constitution were tabled and approved at the Pringle Bay Ratepayers' Association Annual General Meeting of December 2018. These changes are necessary in order to comply with mandatory requirements for registration as a Non Profit Organisation from an administrative practice perspective.

### **ADDITIONS:**

#### **6. EXECUTIVE**

##### **Insert Clause (m)**

Minutes will be taken at every meeting to record the Executive Committee's decisions. The minutes of each meeting will be distributed to Executive Committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings by the next meeting of the Executive Committee.

#### **7. GENERAL MEETINGS**

##### **Insert Clause (k)**

Minutes will be taken at every general meeting to record the decisions of the meeting and shall be circulated to all members in good standing with the Association at least fourteen (14) days before the date fixed for the subsequent general meeting. The minutes shall be confirmed as a true record of proceedings, by the subsequent general meeting. Non-receipt of such minutes by any member shall not invalidate the proceedings of the meeting.

#### **9. FINANCIAL**

##### **Insert Clause 9(a)**

Financial transactions of the Association will be conducted by means of a bank account registered in the name of the Association.