

DRAFT NEW CONSTITUTION

1. TITLE

The name of the ASSOCIATION shall be
“WOODSTOCK RESIDENTS’ ASSOCIATION”
hereinafter referred to as ‘The ASSOCIATION’.

2. LEGAL ENTITY

2.1 The ASSOCIATION shall:

- exist in its own right, separately from its members.
- continue to exist even when its membership changes and there are different office bearers.
- be able to own property and other possessions.
- be able to sue and be sued in its own name.

2.2 The area covered by the ASSOCIATION shall be: From Nelson Mandela Boulevard on the Southern boundary to FW De Klerk Boulevard on the Northern boundary and from The Avenue, Booth and Salt River Road on the Eastern boundary to where Nelson Mandela Boulevard intersects Sir Lowry Road on the Western boundary.

2.3 The area covered by the association can only be changed at a the general meeting.

3. GENERAL AIMS AND OBJECTIVES OF THE ASSOCIATION

3.1 To promote and support the wellbeing of all residents living in the area.

3.2 To represent the community in it’s relationship with the local authorities and to help facilitate engagement between the local authorities and residents living in the community

3.3 To co-operate and liase with other organisations in order to further the objectives of the ASSOCIATION.

3.4 To provide a platform (online and also between residents) to share information, discuss differences and agree common approaches to solving problems in the community.

3.5 To set up ad hoc committees as required to represent residents on specific issues, as required.

4. MEMBERSHIP

Membership of the ASSOCIATION shall be open to anyone who resides, owns or rents property or operates a business within the area stated in 2.2.

5. REGISTRATION OF MEMBERS

5.1 An application for membership shall be made to the secretary of the ASSOCIATION in writing or on a prescribed form.

5.2 The Committee shall have the discretion to approve or reject an application for membership on the basis of this constitution. Unsuccessful applicants have the right to request reasons for refusal.

5.3 Immediately after a member is accepted, the secretary shall enter the name in the membership register.

6. MEMBERSHIP FEES

6.1 To be as inclusive as possible, membership fees for the ASSOCIATION are voluntary. The ASSOCIATION suggests that each member contribute a membership fee of at least R50,00 per annum.

6.2 Membership fees are payable annually and can be paid at the Annual General Meeting or directly into the ASSOCIATION's bank account.

7. LIABILITY OF MEMBERS

The liability of each member shall be limited to his or her subscription and to any other debt owing by such member to the ASSOCIATION.

8. SUSPENSION AND EXPULSION

8.1 Any member who breaches the Code of Conduct stated in clause 16 or refuses to carry out any resolution duly passed by the Committee, or who gives the ASSOCIATION a bad name, may either be suspended by the Committee for such period as it may determine, or may be expelled from the ASSOCIATION.

8.2 Written notice of suspension or expulsion shall be given to the member concerned.

9. VOTING

Members shall be allowed to vote at any meeting of the ASSOCIATION. Members have to be present in person to vote.

10. RESIGNATION OF MEMBERSHIP

A member may resign from the ASSOCIATION at any time.

11. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

11.1 A Management Committee will oversee the ASSOCIATION.

The Management Committee will be made up of a minimum of 3 members and a maximum of 15, elected during the Annual General Meeting, or co-opted and then confirmed at the first Annual General Meeting. They are the board of governance of the ASSOCIATION.

11.2 The Chairperson, Deputy-Chairperson and Secretary ('the office bearers') have fiduciary responsibility for the ASSOCIATION and shall not be related to each other. No single person directly or indirectly controls the decision making powers relating to the ASSOCIATION. The function of Treasurer can be associated to any of the aforementioned roles.

11.3 Term of office: office bearers will serve for a period of 1 (one) year . They can, however, stand for re-election for as so long as their services are needed and they are willing to serve.

11.4 Vacancies: the office bearers must, as soon as reasonably possible, appoint someone to fill any vacancy among the office bearers between Annual General Meetings.

11.5 Resignation: an office bearer may resign from office in writing.

11.6 Disqualification or Removal: if an office bearer does not attend three meetings in a row, without having applied for and obtained leave of absence from the Management Committee, then the Management Committee will appoint a new member to take that person's place.

12. POWERS OF THE ASSOCIATION

12.1 The Management Committee shall carry out the powers on behalf of the ASSOCIATION and they shall manage the affairs of the ASSOCIATION in

accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the ASSOCIATION.

12.2 The Management Committee is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the ASSOCIATION as stated in clause 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.

12.3 The Management Committee shall have the general powers and authority to:

12.3.1 raise funds or to invite and receive contributions;

12.3.2 buy, hire or exchange any property that it needs to achieve its objectives;

12.3.3 make by-laws for proper governance and management of the ASSOCIATION;

12.4 The Management Committee may delegate any of its powers or functions to a sub-committee provided that:

12.4.1 such delegation and conditions are reflected in the minutes for a meeting;

12.4.2 there are three or more people on a sub-committee;

12.4.3 the sub-committee must regularly report back to the Management Committee on its activities.

12.5 The Management Committee must in advance approve all expenditure incurred by a sub-committee, and may revoke the delegation or amend the conditions of the delegation.

13. MEETINGS

13.1 Annual General Meetings (AGM)

13.1.1 Members of the ASSOCIATION should attend its Annual General Meetings.

13.1.2 The purpose of an Annual General Meeting (AGM) is to:

- report back to members from the office bearers on the

achievements and work of over the year.

- enable members to decide on the policies of the ASSOCIATION.
- elect the Management Committee.
- make any changes to the constitution.

13.1.3 The Annual General Meeting must be held once a year, towards the end of the ASSOCIATION's financial year.

13.1.4 At its Annual General Meetings, the ASSOCIATION should at least deal with the following:

- agree to the items to be discussed on the agenda.
- document attendance and apologies
- confirm the previous meeting's minutes with matters arising.
- Chairperson's report.
- Treasurer's report.
- any proposed changes to the constitution .
- elect new office bearers.
- general matters.
- close the meeting.

13.1.5 Copies (printed or electronic) of all accounts and reports of the ASSOCIATION must be made available to members on request.

13.2 Special General Meetings

13.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

13.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.

13.2.3 The Management Committee or not less than one-third of the members may call a Special General Meeting of the ASSOCIATION.

13.2.4 Special meetings may be called when the Management Committee needs the mandate or guidance of the general members of the ASSOCIATION to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

13.3 Ordinary Meetings

The meetings of the Management Committee will be held at least once a quarter or when the need arises to conduct the business of the Management Committee and are open to all members.

13.4 Notices of Meetings

- 13.4.1 The Chairperson of the Management Committee shall convene meetings. The Secretary must let all Management Committee members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.
- 13.4.2 However, when convening an AGM, or a Special General Meeting, all members of the ASSOCIATION must be informed of the meeting no less than fourteen (14) days before such a meeting.
- 13.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.
- 13.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.
- 13.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.
- 13.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

13.5 Quorums

- 13.5.1 Quorums for all meetings of the ASSOCIATION shall be a simple majority (50% + 1) of relevant members who are expected to attend.

13.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of the ASSOCIATION, a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

13.5.3 All meetings of the ASSOCIATION must reach a quorum before they can start.

13.5.4 If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

13.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

13.6 Procedure at Meetings

13.6.1 The Management Committee may regulate its meetings and proceedings as it deems fit, subject to the following:

- That the Chairperson shall chair all meetings of the ASSOCIATION, including that of the Management Committee, unless decided otherwise decided by consensus at the beginning of a meeting by the Management Committee members.
- At Management Committee meetings, members of the ASSOCIATION may propose a motion or take the floor when called upon to do so by the Chairperson. Notwithstanding the above, the Management Committee may decide to have a closed meeting from time to time
- Everyone attending ASSOCIATION meetings shall observe the Code of Conduct (see clause 16).

13.7 Making decisions in meetings

13.7.1 Where possible, the decisions of the ASSOCIATION shall be taken by consensus. However, when there is no consensus, the Chairperson, after options have been discussed, will call for a vote.

13.7.2 If voting is done by show of hands or stand-up-be-counted, all votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.

13.7.3 If votes for an against are equal on an issue, then the Chairperson in that meeting has either a second or a deciding vote.

13.7.4 All members must abide by the meeting decision.

13.7.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the ASSOCIATION, shall only be dealt with in terms of clauses 17 and 19 of this constitution.

13.8 Records of meetings

13.8.1 Proper minutes and attendance records must be kept for all meetings of the ASSOCIATION.

13.8.2 The minutes shall be confirmed by general consent as a true record of proceedings by the next meeting of the Management Committee, or of general members as the case may be, and shall thereafter be signed by the chairperson, on paper or electronically.

13.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

14. INCOME AND PROPERTY

14.1 The ASSOCIATION will keep a record of everything it owns.

14.2 The ASSOCIATION may not give any of its money or property to its members or the Management Committee. The only time it can do this is when it pays for extraordinary and authorised work that an office bearer or member has done for the ASSOCIATION. The payment must be a reasonable amount for the work that has been done.

14.3 The Management Committee or a member of the ASSOCIATION can only get money back from the ASSOCIATION for expenses that she or he has paid for or on behalf of the ASSOCIATION, and for which authorisation has been granted.

14.4 The Management Committee or members of the ASSOCIATION do not have rights over things that belong to the ASSOCIATION.

14.5 No activity will directly or indirectly promote the economic self-interest of any fiduciary member or employee of the ASSOCIATION otherwise than by way of reasonable remuneration.

14.6 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).

14.7 The funds of the ASSOCIATION will be used solely for the objectives for which it was established.

14.8 The ASSOCIATION will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.

14.9 No resources will be used, directly or indirectly, to support advance or oppose any political party.

14.10 No remuneration will be paid to any employee, office bearer, member or other person other than for extraordinary and pre-authorized work which

14.11 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regards to the tax deductibility thereof in terms of section 18A: provided that a donor (other than a donor which is an approved public benefit ASSOCIATION or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

15. FINANCES AND REPORTS

15.1 Bank Account: The Management Committee must have a bank account in the name of the ASSOCIATION with a registered bank.

15.2 Whenever funds are taken out of the bank account, the Treasurer and at least one other member of the ASSOCIATION must sign the withdrawal.

15.3 Financial year-end: The financial year end of the ASSOCIATION shall be end of February each year.

15.4 Financial Report: The Committee must ensure that proper records and books of account which reflect the affairs of the ASSOCIATION are kept, and within six months of its financial year end a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the ASSOCIATION are consistent with the accounting policies and practices of the ASSOCIATION.

15.5 The Treasurer is responsible for making sure that the money of the ASSOCIATION is safe and is accounted for.

15.6 The Treasurer must also make regular reports to the Management Committee on the finances of the ASSOCIATION, which should include all incomes, expenditures and balances that remain according to accounting practices of the ASSOCIATION.

15.7 If the ASSOCIATION has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the ASSOCIATION can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The ASSOCIATION can go to different banks to seek advice on the best way to look after its funds.

16. CODE OF CONDUCT

16.1 The Code of Conduct shall be binding on all members and office bearers of the ASSOCIATION.

16.2 The following rules of conduct shall be observed:

- Members at meetings must at all times conduct themselves in a dignified and orderly manner. Any member who persists in behaving inappropriately must leave the meeting when so ordered by the Chairperson.
- All members and office bearers shall comply with the aims, objectives and constitution of the ASSOCIATION.
- No member or office bearer shall behave in such a way as to bring the ASSOCIATION into disrepute.
- No member or office bearer shall influence or attempt to influence the ASSOCIATION in its consideration of a decision on any matter before it so as to gain some direct or indirect benefit for him/herself or any person or body with whom he/she is associated.
- No member or office bearer of the ASSOCIATION shall directly or indirectly accept any gift, reward or favour as a consideration for voting in a particular manner on any matter before the ASSOCIATION.
- No member or office bearer shall use the facilities or equipment of the ASSOCIATION for his/her personal use.
- No member or office bearer will be allowed to carry or display firearms or weapons at any meeting.

17 AMENDMENTS TO THE CONSTITUTION

17.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) (or at least 67%) of the members who are at the Annual General Meeting or special general meeting. Members must vote at this meeting to change the constitution.

17.2 For the purpose of considering changes to this constitution, two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

17.3 As provided for in clause 13, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

17.4 No amendments may be made which would cause the ASSOCIATION to close down or stop to function other than provided for in clause 19.

18. RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN

The information required for recognition by the Municipality of Cape Town shall be submitted to the Municipality by no later than October of each year.

19 DISSOLUTION/CLOSING DOWN

19.1 The ASSOCIATION may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

19.2 When the ASSOCIATION closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the ASSOCIATION. The remaining assets must be transferred to:

- A public benefit ASSOCIATION, which has been approved in terms of section 30 of the Act.
- Any institution, board or body which is exempt from the payment of income tax in terms of section 10(IXcAXi) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or
- Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1Xa) or (b) of the Act.