1. NAME
The name of the Association shall be the OBSERVATORY CIVIC ASSOCIATION. (HEREINAFTER REFERRED TO AS THE ASSOCIATION).

2. LEGAL STATUS OF THE ASSOCIATION
2.1 The area covered by the Association shall be:
   - Northern Boundary – Rochester Road and Malta Road
   - Southern Boundary – Settlers Way
   - Western Boundary – Devil’s Peak
   - Eastern Boundary – Alexandra Road.
   (HEREINAFTER REFERRED TO AS “THE AREA“)

2.2 The association is a body corporate distinct from its members or office-bearers liable only for its own debts and any assistance granted to any person or body, whether corporate or unincorporated, shall not render it liable for the debts of such person or body.

2.3 The association may continue to exist even with changes in its membership changes office bearers.

2.4 The association may sue or be sued in the name of its chairperson for time being in any court of law in the republic of South Africa. All processes of law, notices and the like shall be regarded as sufficiently served on the association if served on the chairperson personally.

2.5 Members or office bearers of the association shall have no rights to or over any assets or property owned by the association of whatever nature.

2.6 The chairperson shall not be personally liable for any loss suffered.

2.7 The Association may not give any of its money, assets or property to its members or office bearers. The only time it may deviate from this is when it pays for work that a member or office bearer has done for the Association. The payment must be a reasonable amount for the work that has been done.

3. GENERAL AIMS AND OBJECTIVES
The objectives of the Association shall be:

3.1 To promote and safeguard the interests of the community of the area.

3.2 To represent the interests of the community in its relationship with the local authority.

3.3 To co-operate with other organizations on matters that are likely to further the objectives set out above.

4. SPECIFIC AIMS AND OBJECTIVES
The specific aims and objectives of the association are as follows:

4.1 To induce an active interest in, and to consider policy and affairs of the City of Cape Town Subcouncil of which Observatory is part; to advance and safeguard the interest of Ratepayers, Residents, Business Owners and Tenants of Observatory in particular and the Subcouncils in general, regardless of race, sex, creed or colour.

4.2 To take any action deemed necessary to further the interests of members of the Association.

4.3 To appoint representatives to the relevant Forums, Councils or any other legislated or representative body that warrants such representation.

4.4 The Association shall not be party-political.

4.5 To initiate or defend legal actions if authorised by a Special General Meeting of the Association.

4.6 The Association may contest on its own ticket any Local and/or Metropolitan Council elections whenever these are held within the boundaries of the Cape Metropolitan area. The Local/Metropolitan Council seat (s) that shall be contested shall be only the one (s) including the Observatory area.

5. MEMBERSHIP
5.1 The membership shall be open to all owners and occupiers over the age of 18 years of property in Observatory. Such membership shall be one of the following categories:

   • Individual
   • Student (with student card)
   • Pensioners (ID Number required)
   • Business

5.2 No member shall be entitled to take part in or vote at any meeting including the Annual General Meeting or propose or second any resolution or propose or second any candidate for membership whilst in arrears with his or her subscription or any other liability to the association.

6. ACCEPTANCE OF MEMBERS
6.1 An application for membership shall be made to the secretary of the association in writing on a prescribed form.

6.2 The committee shall have the sole discretion to approve or reject an application for membership. If rejected the unsuccessful applicant will have the right to request written reasons for refusal.

6.3 Immediately a member is accepted the secretary shall enter the name in the register of members.

7. LIABILITY OF MEMBERS
The liability of each member shall be limited to his / 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, or refuses or neglects to carry out any resolution duly passed by the Committee or who in the opinion of the Committee gives the Association a bad name, may be given a warning, suspended by the committee for such period as it may determine, or may be expelled from the Association.
8.2 Written notice of such warning, suspension or expulsion shall be given to the member concerned.
8.3 Seven days written notice shall be provided to the member prior to any action under this Section.
8.4 The member shall have right of appeal to the Committee against such warning, suspension or expulsion.

9. RESIGNATION OF MEMBERSHIP
9.1 Members who wish to resign shall give notice at any time in writing to the chairperson of the Management Committee.
9.2 Members of this Association who are elected on this Association’s ticket and who do not act in this Association’s interest or in accordance with the mandate granted to them will be subject to a recall process and will be required to stand down from the elected position and a new election shall be held to elect a new representative.

10. MEMBERSHIP FEES
10.1 Members shall pay a subscription per member per annum.
10.2 The annual subscription fee may be amended at an Annual General Meeting of the Association by a majority of members present.
10.3 Subscription fees shall be due and payable by a member on joining the Association. Thereafter subscriptions shall be paid annually.

11. VOTING
11.1 Members shall be allowed to vote at any properly constituted general meeting. Members have to be present in person to vote.
11.2 Every question submitted to a meeting shall be decided by a show of hands, except where a majority of members call for a ballot.
11.3 The Chairperson shall have a second or casting vote when the number of votes cast for and against are equal.

12. MEETINGS
To pursue the objectives as outlined in CLAUSES 3 AND 4, the following meetings shall be scheduled:
12.1 An Annual General Meeting, to be held in the month of AUGUST/SEPTEMBER within the area.
12.2 General Meetings to be held in the area at least once each year.
12.3 Eight Management Committee Meetings, to be held as decided upon by the Management Committee except that they need not be held in the month of an Annual General Meeting.
12.4 Special General Meetings:
12.4.1 to be convened by the Management Committee whenever it deems it necessary or desirable; or
12.4.2 on the requisition in writing by ten percent of members, to be held within 21 days of receipt by the Secretary of the requisition, which must state the reason for calling the meeting.
12.5 Special Management Committee Meetings to be convened by the Chairperson if in his/her opinion, or that of five or more members of the Committee, such a meeting is necessary or desirable.
12.6 Subject to the powers of the committee, no business other than that specified shall be transacted at such meeting, but any resolution strictly relating to such business may be submitted to such meeting.
12.7 All meetings shall be conducted in accordance with the rules laid down by the Management Committee.

13. MANAGEMENT
13.1 The affairs of the Association shall be administered by a MANAGEMENT COMMITTEE (HEREAFTER REFERRED TO AS THE COMMITTEE). This shall consist of the Chairperson, Deputy Chairperson, Secretary, Treasurer (HEREAFTER REFERRED TO AS THE OFFICE BEARERS) and additional members to hold various portfolios, one of whom shall represent the Business Forum sub-committee. The Committee shall have the power to co-opt other members should it be deemed necessary by the Committee.
13.2 All members of the Association are permitted to attend and to speak at Management Committee and Special Management Meetings but they are not entitled to cast a vote.
13.3 Any member of the Association who is elected as a ward representative to the Local / Unicity Council shall be an ex-officio member of the Management Committee of this Association. Any other member of elected bodies in Local, Regional / Central Government shall not be eligible to hold office on the Management Committee of this Association.
13.4 One Banking Account will be operated in the name of the Association and the Management Committee Treasurer will deal also with the financial matters of the association with the power of delegate.

13.5 SUB-COMMITTEE
13.5.1 There shall be a standing sub-committee called the Observatory Business Forum, consisting of a Chairperson, Secretary and other portfolio holders as deemed necessary.
13.5.2 The sub-committees shall meet regularly. One representative from the sub-committee shall attend the Management committee meeting, for the purposes of liaison, providing written report on the activities of the subcommittee.
and noting issues of concern or action required on any relevant issues.

13.5.3 No specific quorum will be required for meetings of the sub-committee.

14. DUTIES OF OFFICE BEARERS

14.1 THE CHAIRPERSON
The Chairperson, as leader of the Association, chairs all the Association’s meetings.

14.2 DEPUTY CHAIRPERSON
The Deputy Chairperson takes over the Chairperson’s tasks and duties when the Chairperson is not there.

14.3 TREASURER
The Treasurer shall keep a record of all the money that comes into the Association as well as what money is spent by the Association. The Treasurer shall also keep a record of the income, expenditure, assets and liabilities.

14.4 SECRETARY
The Secretary is responsible for making sure that the administration of the Association runs smoothly. The Secretary shall keep proper records and minutes of all meetings as well as prepare and send out notices of all meetings of the Association.

14.5 The Secretary shall ensure that the Councillor(s) for the area is /are provided with a copy of the minutes of all the meetings held by the Association as well as given timeous notice of all meetings.

15. ELIGIBILITY OF OFFICE BEARERS FOR RE-ELECTION

At every Annual General Meeting, the Chairperson, Secretary and Treasurer (the Office Bearers), shall retire from office, but shall be eligible for re-election.

16. VACANCIES ON THE COMMITTEE

16.1 In the event of the death or incapacity of the Chairperson, the Deputy Chairperson shall become the Acting Chairperson.

16.2 The office of Deputy Chairperson shall be taken over by one of the other Office Bearers. In the event that both the Chairperson and Vice/Deputy Chairperson are absent, the members present shall elect a chairperson for the meeting.

16.3 The Committee may co-opt any other member as required.

17. COMMITTEE MEMBERS ABSENT WITHOUT LEAVE

Any member of the Committee who is absent from more than THREE consecutive ordinary meetings of the Committee without notice shall cease to be a member of the Committee; provided that the committee may grant a member leave of absence from more than three consecutive ordinary meetings of the committee.

18. FINANCES

18.1 The financial year of the Association shall be from the 1 April to 31 March.

18.2 The Association shall ensure that all surplus funds are deposited into a bank account in the name of the association.

18.3 Any financial transaction shall require two of the three authorised signatories, one of whom must be either the Chairperson or the Treasurer.

18.4 The City Manager of the municipality of the City of Cape Town may inspect the books of account of the Association and if necessary may require the Association to have its books audited IF REQUESTED BY 15 OR MORE MEMBERS OF THE ASSOCIATION.

18.5 The association shall within six months after the end of its financial year, draw up financial statements including at least a statement of income and expenditure and a balance sheet showing its assets, liabilities and financial position as at the end of the financial year.

18.6 Within two months after drawing up its financial statements, the association must arrange for an accounting officer to compile a written report stating whether the financial statements are consistent with its accounting records; the accounting policies are appropriate and have been consistently applied; and that the association has complied with the provisions of the Nonprofit Organisations Act and of its constitution.

19. OTHER MATTERS

The Management Committee shall have power to deal with all matters not provided for in the Constitution provided that they are not ultra vires the Constitution.

20. BUSINESS AT ANNUAL GENERAL MEETINGS

20.1 The business to be transacted at the Annual General Meeting shall be:

- To receive the annual report of the Chairperson for the previous year (including a report from the Business Forum sub-committee).
- To receive the annual financial statements and Auditors’ Report.
- To elect a Management Committee
- To elect an Auditor and
- Any other business

20.2 Copies of all Accounts and Reports of the Association shall be available for inspection by the members and interested parties at the Annual General Meeting. Notice of any resolution to be proposed at the annual general meeting other than ordinary business shall be lodged with the secretary at least seven (7) days before the date fixed for such meeting.

21. QUORUM AT MEETINGS

21.1 At Annual General Meetings, General Meetings and Special Meetings, the quorum shall be FIFTEEN members.

21.2 The quorum at Management Committee Meetings and
Special Management Committee Meetings shall be 50% PLUS 1 of the total membership of the committee.

21.3 When there is no quorum within 30 minutes of the advertised starting time at any meeting (excepting Special Meetings), that meeting shall be adjourned for seven days, and if there is still no quorum at that adjourned meeting, the members present shall be authorised to deal with the business. Should there be no quorum at a Special Meeting the meeting will be dissolved.

22. MINUTES OF MEETINGS

The committee shall ensure that minutes are kept of all meetings. These minutes shall record the date and place of the meeting as well as details of any decisions which were taken by the committee.

23. NOTICE OF MEETINGS

23.1 Not less than 14 days written notice of the day, hour and venue of the General Meeting as well as the Annual General Meeting shall be given to each member.

23.2 The committee may at any time call a Special General Meeting of members by giving not less than seven days notice, specifying for what purpose the meeting is being called.

23.2 A minimum of seven days’ notice is required for all other meetings. In the case of Management and Special Management Meetings, notice may be waived with the consent of at least half of the members of the Management Committee.

23.3 The non-receipt of the notice by any member shall not invalidate the proceedings at any meeting.

24. RECOGNITION OF ASSOCIATION BY THE CITY OF CAPE TOWN

The information required for recognition of the association by the municipality of the City of Cape Town shall be submitted to the municipality by no later than November of each year.

25. AMALGAMATION AND DISSOLUTION

25.1 The Association may enter into partnership or amalgamate with any entity or association with the same or similar objectives. The movable property of the Association may be sold and the Association wound up, or reconstructed by the resolution of the majority of not less than two-thirds of the votes of the members present in person at a Special General Meeting; provided, however, that not less than thirty (30) days special notice of the meeting to consider such question of partnership, amalgamation, winding up or reconstruction shall be given and that such notice clearly sets forth the objectives of the meeting and provides further that not less than 50% + 1 of members eligible to vote shall be present at any such meeting.

25.2 If at any meeting properly called as aforesaid, the requisite number of members shall fail to attend, then the meeting shall stand adjourned to the same time and place in the next following week. Special notice of the adjourned meeting shall be given by the secretary and at such adjourned meeting any member or members present shall be deemed to be a quorum and shall have full power to act.

25.3 If upon dissolution of the Association, there remain any assets whatsoever after the satisfaction of all its debts, liabilities and obligations such assets shall not be paid to or distributed among its members, but shall be given to a similar public organisation operating in the area.

26. CODE OF CONDUCT

The code of conduct shall be binding on members and office bearers of the association. The following rules of conduct shall be observed:

26.1 Members shall at all times conduct themselves at meetings in a dignified and orderly manner. Any member who persists in conducting himself / herself inappropriately shall leave the meeting immediately when so ordered by the chairperson.

26.2 All members and / or office bearers shall comply with the aims and objectives and the constitution of the Association.

26.3 No member and / or office bearer of the Association shall conduct himself / herself in such a way as to bring the association into disrepute.

26.4 No member and / 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, whether in money or otherwise as for himself or herself or any other person or body with whom or which he or she is associated.

26.5 No member and or office bearer of the Association shall directly or indirectly accept any gift, reward or favour whether in money or otherwise as a consideration for voting in a particular manner on any matter before the Association.

26.6 No member and / or office bearer shall use office facilities and or equipment of the Association for his or her personal use.

26.7 No member and /or office bearer of the Association shall be allowed to display firearms or weapons at any meeting.

27. ALTERATION OF CONSTITUTION AND CODE OF CONDUCT

27.1 Any alterations, additions or amendments to the Constitution shall be passed at a General Meeting by a two thirds majority of eligible members present at that meeting as defined in Clause 21.

27.2 Thirty days’ notice of any proposed alternation, addition or amendment shall be given in writing to the Secretary, unless introduced by the Management Committee; in which case full details thereof should be included in the notice of the meeting.