

# OBSERVATORY CIVIC ASSOCIATION CONSTITUTION

(Edited Constitution with NPO Req, approved: **G.M. 25 Nov. 2014**).

## 1. NAME

The name of the Association shall be the **OBSERVATORY CIVIC ASSOCIATION, OCA**. 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 or Committee members.

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 relating to a specific period, shall be regarded as sufficiently served on the Association if served on the Chairperson of that period, personally.

2.5 Members or Committee Members of the Association shall have no rights to or over any assets or property owned by the Association.

2.6 The voluntary Chairperson and Committee Members 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 Committee Members. The only time it may deviate from this is when it pays for work that a member or Committee Member has done for the Association. The payment must be a reasonable amount for the work that has been done.

## 3. MAIN OBJECTIVE

The main objective of the Association shall be to provide a public forum for the Civic of Observatory to express their concerns and opinions about the full range of Civic issues that affects us in the Observatory area. We aim to promote and safeguard Civic interests in association with our Local Authority.

## 4. ANCILLARY OBJECTIVE

The ancillary objectives of the Association shall be to be better able to stand to the challenges we are faced with in our community by building up the capacity and the skill to upgrade our effectiveness to address our problems.

## 5. ADDITIONAL AIMS AND OBJECTIVES

5.1 To represent the interests of the Community and co-operate with Organizations on matters that will likely further these objectives.

5.2 To induce an active interest in, and to consider policy and affairs of the City of Cape Town generally and Sub-council 15 in particular of which Observatory is part; to advance and safeguard the interest of Ratepayers, Residents, Business Owners and Tenants of Observatory in particular, regardless of race, sex, creed or color.

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

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

5.5 To initiate or defend worthy legal actions if authorized by a Special General Meeting of the Association.

5.6 The Association shall not be party-political but will strive to represent the interests and concerns of the Observatory Civic.

## 6. FINANCES

6.1 The financial year of the Association is 1 April to 31 March.

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

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

6.4 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.

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

6.6 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 Non-Profit Organization's Act and of its Constitution.

## 7. MEMBERSHIP

7.1 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 resident
- Student resident (with student card)
- Pensioner (ID Number required)
- Business owner

7.2 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.

## 8. MEMBERSHIP FEES

8.1 Members shall pay a subscription per member per annum.

8.2 The annual subscription fee may be amended at an Annual General Meeting of the Association by a majority of members present.

8.3 Subscription fees shall be due and payable by a member on joining the Association. Thereafter subscriptions shall become payable annually prior to an AGM.

## **9. LIABILITY OF MEMBERS**

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

## **10. ACCEPTANCE OF MEMBERS**

10.1 An application for membership shall be made to the Secretary of the Association in writing on a prescribed form.

10.2 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.

10.3 Immediately an application for membership is accepted, the Secretary shall enter the name in the register of members.

## **11. RESIGNATION OF MEMBERSHIP**

11.1 Members who wish to resign shall give notice at any time in writing to the Chairperson of the Association.

11.2 Members of the Association who are elected as representatives to other organizations and who do not act in the Association's interest or in accordance with the mandate granted to them will, after review, be subject to a recall process and required to stand down from the elected position. A new election shall be held to elect a new representative.

## **12. SUSPENSION AND EXPULSION OF MEMBERS**

12.1 Any member who breaches the Code of Conduct, or refuses or neglects to carry out any resolution duly passed by the Association or its management 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.

12.2 Written notice of such warning, suspension or expulsion shall be given to the member concerned.

12.3 Seven days written notice shall be provided to the member prior to any suspension or expulsion action taken under this Section.

12.4 The member shall have right of appeal in writing, to the Association against such warning, suspension or expulsion.

## **13. MANAGEMENT**

13.1 The affairs of the Association shall be administered by a MANAGEMENT COMMITTEE (Hereinafter referred to as '**the Committee**'). This shall consist of the Chairperson, Deputy Chairperson, Secretary, Treasurer (hereinafter referred to as '**the Executive of the Committee**') and additional members elected to hold various Sub-Group portfolios, one of whom shall represent the Business Forum Sub-Group. The Committee shall have the power to co-opt other members should it be deemed necessary by the Committee.

13.2 The Committee may take on the power and authority that it believes it needs to be able to achieve the objectives of the Association, including dealing with matters not provided for in the Constitution, provided that they are not ultra vires the Constitution.

13.3 All members of the Association are permitted to attend and to speak at Committee and Special Committee Meetings *but are only entitled to cast a vote if recognized as a Committee Member*.

13.4 Any member of the Association who is elected as a ward representative to the City Council / Sub-Council shall be an ex-officio member of the Committee of the Association. Any other member of elected bodies in Local, Regional / Central Government shall not be eligible to hold office on the Committee.

13.5 One Banking Account will be operated in the name of the Association and the Committee Treasurer will deal also with the financial matters of the Association with the power of delegate.

13.6 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 taken by the Committee.

## **14. DUTIES OF COMMITTEE MEMBERS**

### **14.1 THE CHAIRPERSON**

The Chairperson, as leader of the Association, chairs all the Association's meetings.

### **14.2 DEPUTY CHAIRPERSON**

The Deputy Chairperson assists in all OCA's management tasks and duties and takes leadership 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 advise on financial matters, keep a record of all income and expenditure, updating 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. Minutes ideally to be sent to members 7 days after the meeting was held. Notices of meetings are to be prepared and sent out to members and non-members at least 7 days prior to the meeting. Agendas of all the Association's meetings are sent as widely as possible prior to or on the date of meeting.

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.

### **14.6 SUB GROUP LEADERS**

Sub Group Leaders who are elected onto the Committee, or any newly co-opted Sub-Group Leaders, shall act as liaison between the Committee and their Sub Group.

### **14.7 CO-OPTED MEMBERS**

Members Co-opted onto the Committee, as may be deemed necessary by the Committee, are appointed to fulfill a specific function as defined by the Committee.

## **15. VACANCIES ON THE COMMITTEE**

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

15.2 The office of Deputy Chairperson shall be taken over by one of the other Committee Members.

15.3 In the event that both the Chairperson and Deputy Chairperson

are absent, the members present shall elect a Chairperson from among the Committee for that meeting.

15.4 The Committee may temporarily fill an absent portfolio by co-opting a delegated member to that Committee position, if required.

## 16. COMMITTEE MEMBERS ABSENT WITHOUT LEAVE

16.1 Any member of the Committee who is absent without notice from more than TWO consecutive Committee Meetings shall cease to be a member of the Committee.

16.2 The Committee may grant a member leave of absence from more than two consecutive Committee Meetings, and may consult to temporarily co-opt an appointed replacement for the period that the member is away.

## 17. NOTICE OF MEETINGS

17.1 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.

17.2 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.

17.3 A minimum of seven days' notice is required for all other meetings. In the case of Committee and Special Committee Meetings, notice may be shortened marginally, if there is written consent from at least half of the members of the Committee.

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

## 18. MEETINGS

To pursue the objectives as outlined in CLAUSE 3,4 AND 5, the following meetings shall be scheduled:

18.1 Annual General Meetings: to be held in the month of AUGUST or SEPTEMBER within the area.

18.2 General Meetings: held in the area, at least once each year.

18.3 Special General Meetings: to be convened by the Committee whenever it deems it necessary or desirable; or on the requisition in writing to the Secretary by ten percent of members. It is to be held within 21 days of receipt of requisition, with reason for meeting.

18.4 Committee Meetings: eight to be held as decided upon by the Committee except that they need not be held in the month of an Annual General Meeting.

18.5 Special Committee Meetings: to be convened by the Chairperson if in his/her opinion, or that of five or more Committee members, that such a meeting is necessary or desirable.

18.6 Subject to the powers of the Committee, no business other than that specified, or related resolutions submitted, shall be transacted at such a meeting.

18.7 All meetings shall be conducted in accordance with the rules laid down by the Committee and the Constitution.

## 19. QUORUM AT MEETINGS

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

19.2 The quorum at Committee Meetings and Special Committee

Meetings shall be 50% PLUS 1 of the number on the Committee.

19.3 When there is no quorum within 30 minutes of the advertised starting time at any meeting (excepting Special Committee 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 authorized to deal with the business. Should there be no quorum at a Special Committee Meeting, it will be dissolved.

## 20. ELIGIBILITY OF COMMITTEE MEMBERS FOR RE-ELECTION

At every Annual General Meeting, all the Committee Members shall retire from office, but shall be eligible for re-election.

## 21. BUSINESS AT ANNUAL GENERAL MEETINGS

21.1 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 leader of the Business Forum Sub Group).
- To receive the annual financial statements and Accounting Officer's or Auditor's Report.
- To elect a Committee to manage the Association.
- To elect an Accounting Officer or Auditor for the year.
- Any other business.

21.2 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.

21.3 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 set for such meeting

## 22. VOTING

22.1 Members shall be allowed to vote at any properly constituted Annual, General or Special General meeting.

22.2 Members have to be present in person to vote.

22.3 Only in just and unusual circumstances, and where written proxy is submitted to the Secretary before commencement of a meeting, may a proxy be verified as valid by the Committee before voting begins.

22.4 The proxy must, in writing, include the eligible member's name, surname and signature and that of a witness, also that of the eligible proxy member's details and signature.

22.5 The proxy member may, as per the written instruction make specific proposals or nominations, accept specific nominations or accept specific outcome of elections on the absent member's behalf.

22.6 Every question submitted to a meeting shall be decided by a show of hand, where voting includes approved proxy cards (proxy members may make informed decisions), except where a majority of members call for a secret ballot, that includes proxies.

22.7 The Chairperson shall have a second or casting vote when the number of votes cast for and against are equal.

## 23. SUB GROUP ACTIVITY

23.1 Sub Group members shall meet to elect a leader, if not elected

at the AGM. The Leader shall organize regular Sub Group meetings, attend Committee Meetings, open to all to participate, including to be trained as an understudy of the Group Leader.

23.2 There shall be a standing Sub Group called the Observatory Business Forum, consisting of a Chairperson, (Committee Member), Secretary and other portfolio holders as deemed necessary by OBF.

23.3 A minimum of one representative from each Sub Group shall attend the Committee Meetings, for the purposes of liaison, providing written report on the activities of the Sub Group, noting relevant issues of concern or action required. They propose incumbents for leadership and present proposals or motions.

23.4 No specific quorum is required for meetings of the Sub Groups.

23.5 Individual Sub Group reports are to reach the Secretary ten (10) days prior to Committee Meetings.

23.6 The Committee assists in resolving issues raised by Sub Groups

## **24. CODE OF CONDUCT**

The Code of Conduct shall be binding on the Association's members and Committee. The following rules of conduct shall be observed:

24.1 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 or Deputy Chair.

24.2 All members and / or Committee Members shall comply with the aims and objectives and the Constitution of the Association.

24.3 No member and / or Committee Members of the Association shall conduct himself / herself in such a way as to bring the Association into disrepute.

24.4 No member and or / Committee Members 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 for himself or herself or any other person or body with whom or which he or she is associated.

24.5 No member and or Committee Members 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.

24.6 No member or Committee Members shall use office facilities and or equipment of the Association for his or her personal use.

24.7 No member or Committee Members shall be allowed to act violently, to have or display firearms or weapons at any meeting.

## **25. ALTERATION OF CONSTITUTION AND CODE OF CONDUCT**

25.1 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 19.1.

25.2 Thirty days' notice of any proposed alteration, addition or amendment to the Constitution or the Code of Conduct shall be given in writing to the Secretary, unless introduced by the Committee, in which case full details thereof should be included with the written notice of the meeting, two weeks or more prior to the meeting.

## **26. RECOGNITION OF THE 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.

## **27. AMALGAMATION AND DISSOLUTION**

27.1 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.

27.2 The above however, holds, provided 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.

27.3 If at any meeting properly called as aforesaid, the required number of members shall fail to attend, then the meeting shall stand adjourned to the same time and place in seven days' time.

27.4 Special notice of the adjourned meeting shall be given by the Secretary to members and at such adjourned meeting any member or members present shall be deemed to be a quorum and have full power to act.

27.5 Upon dissolution, the Association has to pay off all remaining debts. Should there remain any assets whatsoever after the settlement of all its debts, liabilities and obligations such assets shall not be paid to or distributed among its members, but shall be given in some way to a similar properly constituted Non Profit Public Organization operating in the area, that has similar objectives.

27.6 The Association's General Meeting can decide what organization that should be.

*Note proposed changed wording to item 22.3 (M.T. inserted above): "Only in just and unusual circumstances and where written proxy is submitted to the Secretary before commencement of a meeting, may a proxy be verified as valid by the Committee before voting begins."*

*Note: Proposed future addition to item 23.6 (M.T.) '....and to preserve the integrity of the Association.'*