

## OBSERVATORY CIVIC ASSOCIATION CONSTITUTION JULY 2019

### 1. NAME

The name of the Association shall be: OBSERVATORY CIVIC ASSOCIATION, abbreviated name: 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 – Browning Rd, 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 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 its own name, on the basis that it does not have the authority to bind a specific member in its individual capacity.

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 Committee Members shall not be personally liable for any loss suffered.

2.7 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 to any member of the Association or office-bearers, except as reasonable compensation for services actually 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 to:

3.1 provide a public forum for concerns and opinions about the full range of civic issues that affect Observatory

- 3.2 identify, express and address the concerns of the community within the boundaries of the Association;
- 3.3 represent the interests of the community in civic matters
- 3.4 enhance the skills and capacity of our community to address the challenges faced by our community
- 3.5 promote an active interest in, and to consider the policies and affairs of the City of Cape Town and of the sub-council of which Observatory is part

#### 4. POWERS

The Association has the powers to

- 4.1 partner with other Civic Associations, NGOs and stakeholders and co-operate with Organizations on matters that will likely further the Association's objectives
- 4.2 work with our Local Authority to promote and safeguard civic interests.
- 4.3 appoint one or more members as representatives to the relevant Forums, Councils or any legislated or representative body that warrants representation;
- 4.4 initiate or defend legal actions if authorized by a Special General Meeting of the Association;
- 4.5 generate funds in order to meet its objectives;
- 4.6 To take any appropriate action deemed necessary to further the interests of members of the Association.
- 4.7 In exercising its powers, the Association shall endeavor to
  - exemplify democratic principles as espoused in the South African Constitution
  - promote the ethos, identity, history and heritage of Observatory
  - respect the values of the Bill of Rights in the South African constitution
  - strive to represent the interests and concerns of the Observatory Community without being party political

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#### 5. FINANCES

- 5.1 The financial year of the Association is 1 April to 31 March.
- 5.2 The Association through the Management Committee shall be empowered to raise funds from members by way of subscriptions and/or other methods so approved, in order to conduct the affairs of the Association on a competent and sound financial basis. All funds raised in this manner shall be deposited to the credit of the Association in a bank account in the name of the Association with a registered deposit receiving instruction.
- 5.3 There shall be three signatories for the Associations bank account, one of whom must be the Treasurer and the other two are Management Committee members.
- 5.4 Any financial transaction shall require authorisation by two of the three authorized signatories, one of whom must be the Treasurer. Authorisation can be effected by email communication.

Deleted: The Chairperson, Deputy Chairperson,

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5.5 The Association shall adopt and amend, from time to time, clear procurement and financial procedures, which are regularly reviewed.

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5.5.1 The procedures will identify expenditures which are minor and those which are major, based on the size of the payment and will put in place levels of oversight proportional to whether the payment is minor or major.

5.5.2 Any minor expenditures must be signed off by at least two of the designated signatories, one of whom must be the treasurer or the Chairperson, consistent with clause 5.4.

5.5.3 Any major expenditures exceeding a monetary limit defined in the Association's financial procedures, must be approved in conformity with the Association's financial procedures and signed off by at least two of the designated signatories, one of whom must be the treasurer

5.5.4 The procedures will provide for emergency expenditure for urgent need. Any such urgent expenditure must be recorded in the Association minutes circulated to members and the circumstances of such expenditure open for discussion at any Association meeting.

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5.5.5 Should the treasurer be away for any period of time, the treasurer will designate in writing a temporary signatory in his/her place for this purpose.

5.6 Monthly income and expenditure statements will be presented at Management Committee meetings for discussion and clarification.

5.7 Any member, including Management Committee members, may be reimbursed for direct costs incurred in carrying out an activity agreed by the Association. Reimbursement should be made in terms of the financial procedures adopted by the Association.

5.8 Management Committee Members may not be remunerated for activities undertaken in fulfilling their elected duties and responsibilities.

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5.8.1 In exceptional circumstances, Management Committee Members may be remunerated for activities undertaken outside of their elected duties and responsibilities (as defined the Management Charter in 12.1), where they are deemed the most appropriate person to do so. In such circumstance, the Management Committee must first approve such an agreement based on a cogent motivation and report such agreement and the reasons for this decision to the members of the Association at the next Management Committee meeting and at the next AGM when financial statements are presented.

**Commented [LL1]:** This was raised as a concern in feedback. The original text would enable Management Committee members to be paid to do what they were elected for. This was not the intention but rather to reimburse any members who take on substantive work that would otherwise need to be done by a paid employee. The text has been amended to read "activities undertaken outside of their elected duties and responsibilities..."  
See if this addresses concerns.

5.9 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.

5.10 The Association shall within six months after the end of its financial year, draw up an annual financial statement according to applicable financial reporting standards.

5.11 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.

## 6. MEMBERSHIP

6.1 The membership shall be open to all persons ~~18 years~~ **and older** in the following categories:

- a) A resident within the Area as defined under clause 2.1.
- b) A business within the Area as defined under clause 2.1.
- c) A Nonprofit organisation as defined in terms of the Nonprofit Organisations Act operating within the Area as defined under clause 2.1.

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6.2 Members in categories (b) and (c) constituted as legal persons must nominate a natural person, being either the owner, director, manager, or employee, as it deems fit to act as its authorised representative; such authorised representative shall be entitled to attend, speak and, with reference to members in good standing, vote at any **Special or Annual General Meeting**.

**Deleted:** <#>Owner of a property within the boundaries applicable to the Association as indicated in Clause 2.1

6.3 Where the authorised representative identified above in terms of clause 6.2 (business owner/representative or Nonprofit organisation representative) is also a resident of Observatory, he or she may also exercise their rights as an individual member in terms of clause 6.4 provided they are in good standing with the Association.

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6.4. Members Rights.

6.4.1 Only fully paid-up members shall be entitled to:

- (i) Vote at meetings outlined in sections 18, 21 and 22.
- (ii) Be eligible for membership of the Management Committee.
- (iii) Nominate or second candidates for the Management Committee.
- (iv) Vote for members of the Management Committee.
- (v) Serve on sub-groups

6.4.2 Members are entitled to privacy protections in terms of the Protection of Personal Information Act of 2013, as amended. Specifically, the identity and contacts of members is not to be divulged to third parties without the member's permission.

## 7. MEMBERSHIP FEES

**Deleted:** 6.5 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 membership or any other liability to the Association.

7.1 Members shall pay a subscription per member per annum. Membership fees shall be determined to according to the following categories and sub-categories: (a) resident: general; (b) resident: student; (c) resident: pensioner; (d) Nonprofit organisation; (e) business,

**Deleted:** ; (f) owner

7.2 The annual subscription fee for each category will be determined and may be amended at an Annual General Meeting of the Association by a majority of members present.

7.3 Subscription fees shall be due and payable by a member on joining the Association. Thereafter subscriptions for the next year shall become payable at or before the AGM.

7.4 Membership fees allow members to participate in the Association and limit their legal liability to the value of their prepaid annual membership fee

7.5 Payment can be made by cash at the Annual General Meeting and by any other reasonable electronic means of payment. The Management Committee will determine the procedure for electronic payments.

7.6 Residents may apply to have their membership waived or reduced by the Association. The Management Committee may at their discretion agree to a waiver or reduction in fees if a resident is unable to afford the membership fee. Such a decision should be minuted in a duly constituted Management Committee meeting.

**Commented [LL2]:** Concern 1:  
Concern that this is too vague – no criteria for discretion

## 8. ACCEPTANCE OF MEMBERS

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

**Commented [LL3]:** Proposed that the default would be to be accepted as a member and the onus is on the Committee to turn them down in 30 days. Not supported by Man Comm since it will make it easier for hijackers to sneak in, and increase burden on Man Comm.

8.2 The Management Committee shall review the application for membership based on the membership criteria noted in 6.1 within 30 days.

**Commented [LL4]:** the process in 8.2 should be the same as for 9.2 (culminating in a confirmation by resolution of 2/3 members at a SGM) – to ask NPO lawyer his advice

8.2.1 If the Management Committee agrees the application meets the criteria for membership as outlined in 6.1 to 6.3, the Secretary shall enter the member's name in the register of members and send the member written confirmation their membership application has been accepted within 7 days of the Management Committee's decision.

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8.2.2 If the Management Committee rejects the application, the Secretary shall inform the applicant and provide written reason for refusal. The rejected applicant will have the right of review by motivating why he or she should be granted membership. The Management Committee must, in good faith, re-consider its decision, with any new information at hand.

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8.3 Should an application for membership be rejected, the applicant will have any membership fees paid to him or her refunded,

8.4 The Management Committee may designate the Secretary or a sub-group of the Management Committee to screen new applications. The recommendations of such screening must be presented to

the Management Committee members for ratification by a majority of Management Committee members. The procedure for approval may be in a meeting or via email.

Commented [LL5]: Concern 2  
Concern raised – this should be 75% of Mann comm rather than 50%

8.5 A member shall be entitled to exercise their rights as soon as their membership has been approved by the Management Committee.

**9. MEMBERSHIP**

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9.1 Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.

9.2 Membership terminates if a member is removed by a resolution of the Management Committee for one or more of the following reasons:

9.2.1. Pursuant to a decision by the Management Committee or a disciplinary committee appointed by the Management Committee for any serious misconduct as set out in the Association’s code of conduct. Provided that the member has been given an opportunity to make written or verbal representations to the Management Committee or, where applicable, the disciplinary committee pertaining to the proposed termination, and the decision to terminate membership was confirmed by resolution of two-thirds of the members present at the next General Meeting, otherwise it will lapse; or

Commented [LL6]: Suggested this procedure (culminating in a confirmation by resolution of 2/3 members at a SGM) should apply to 8.2b as well – to discuss with NPO lawyer

9.2.2. If the member is no longer eligible for membership pursuant to sub-clause 7.1;

9.3. If the Management Committee has commenced proceedings for the termination of membership, it may suspend that member’s membership until the next SGM.

**10. MANAGEMENT**

10.1 The affairs of the Association shall be administered by a MANAGEMENT COMMITTEE (Hereinafter referred to as ‘the management Committee’).

10.1.1 The Management Committee is made up of members elected at the AGM to portfolios that include at least Chair, Deputy Chair, Secretary and Treasurer and head of any sub-group that may be identified from time to time by the Association at its AGM, any SGM or at any Management Committee meetings.

10.2 Powers of the management committee

The Management Committee powers include such powers as are necessary to accomplish the objectives of the Association. Such powers shall include but are not be limited to the following

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10.2.1 the operation of banking accounts with all powers required by such operations;

10.2.2. the investment and re-investment of monies of the Association not immediately required, in such a manner as may from time to time be determined by the Association;

10.2.3. the making of, entering into and carrying out of contracts or agreements for any of the purposes of the Association;

10.2.4. the employment and compensation of service providers

10.2.5 the right to initiate or defend legal actions in the name of the Association and to appoint legal representatives for this purpose if authorized by a Special General Meeting of the Association

10.2.6 the appointment of any sub-group with one or more members drawn from Management Committee, and granting such powers to it as may be considered necessary.

10.3 Any member of the Management Committee who has any financial, political or business interest in any matter under discussion, must declare such interest and recuse him/herself from such discussions and any vote thereon.

10.4 No person holding political office shall be eligible to be a voting member on the Management Committee but may attend meetings in an advisory capacity and may participate in discussion at such meetings.

10.5 The executive committee

10.5.1 Out of the Management committee, the Chairperson, Deputy Chairperson, Secretary and Treasurer shall constitute the Executive Committee (EC).

10.5.2 The EC shall have such powers as delegated to it by the Management Committee from time to time. Powers delegated to the EC must be confirmed in minutes of the Management Committee. Such powers are intended to include the ability to make decisions to facilitate the day to day running of the Association (decisions which cannot wait to a Management Committee meeting and which do not require Management Committee approval in terms of the financial and other procedures of the Association).

10.5.3 The EC shall have the power to co-opt other members should it be deemed necessary by the EC.

10.6 All members of the Association are permitted to attend and to speak at Management Committee Meetings. However, only management committee members may vote in Management Committee meetings.

10.7 Any member of the Association who represents the Association on the Ward Sub-Council and who is not already a member of the Management Committee shall be deemed an ex officio member of the Management Committee of the Association.

10.8 The following persons shall not be eligible to stand as Management committee members:

- Anyone whose membership has been terminated in the past 2 years

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10.2.7.

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- Anyone who has been found in terms of clause 11 to have brought the Association into disrepute in the past 5 years.
- Anyone who is an unrehabilitated' insolvent in terms of the Companies Act.

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10.9 The Management Committee will oversee the financial matters of the Association.

**Deleted:** 10.9 A Banking Account/s will be operated in the name of the Association.

10.10 The Management Committee through the Secretary shall ensure that minutes are kept of all meetings. These minutes shall record the date and place of the meeting, summary of proceedings as well as details of any decisions taken by the Committee.

**Deleted:** 10.10 The Association will identify expenditures which are minor and those which are major, based on the size of the payment and will put in place levels of oversight proportional to whether the payment is minor or major by adopting appropriate financial procedures. ¶

10.11 Management committee members or Association members (in terms of section 4.3) who are elected as representatives to other organizations and who do not act in the interest of the Association or in accordance with the mandate granted to them may, after review, be subject to a recall process and required to stand down from the elected position. Such a recall process will be subject to mediation procedures adopted by the Association. If a member is recalled from a representative role, a new member shall be nominated or elected to represent the Association.

10.11 Financial decisions ¶  
 10.11.1 Any minor expenditures must be signed off by at least two of the designated signatories, one of whom must be the treasurer or the Chairperson, consistent with clause 5.4. ¶  
 10.11.2 Any major expenditures exceeding a monetary limit defined in the Association's financial procedures, must be approved in conformity with the Association's financial procedures and signed off by at least two of the designated signatories, one of whom must be the treasurer. ¶  
 10.11.3 Should the treasurer be away for any period of time, the treasurer will designate in writing a temporary signator in his/her place for this purpose. ¶

10.12 Urgent legal action

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10.12.1 The Management Committee may initiate or defend legal actions if authorized by a Special General Meeting of the Association.

**Commented [LL8]:** This paragraph applies only to management committee members but the OCA may nominate general members to an organisation who are not man comm members (see 4.3). There is no specific provision to recall such members. Hence this addition here.

10.12.2 If so authorised by a SGM, the Management Committee may instruct the Chairperson, one or more members of the management committee or the legal representatives of the Association to commence with legal proceedings and depose to an affidavit on behalf of the Association.

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10.12.3 Urgent legal action by the Management Committee may only be initiated in order to safeguard the interests of the Association and/or the interests of members of the Association and/or the interests of residents and/or businesses in Observatory if a) the affected interests will be prejudiced by delaying legal procedures until the Chairman or a member of the management committee or the legal representatives of the Association are duly authorised by a properly constituted Special General Meeting; and b) at least three-quarters of the Management Committee have approved the legal action; and (c) All Association members are informed of the decision within 5 days and given an opportunity to express any concerns about the action.

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**Deleted:** power to institute legal proceedings lies with the

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## 11. SUB-GROUPS

11.1 The Association will implement its activities through standing sub-groups and through time-limited task teams. The sub-groups and task teams will be identified at an AGM, SGM or Management Committee meetings based on a motivation to establish a Task Team or Sub-Group, bearing in mind that a Sub-group is a standing structure of the Association and a Task Team is a time-limited activity of limited duration and with a specific objective.



11.2 Agreement to establish a Task Team or Sub-Group will be recorded in writing in the minutes of the meeting where such decision was made along with the Terms of Reference and composition of the sub-group and / or task team.

11.3 The convener of a Sub-Group shall be elected at an AGM to serve on the Management Committee and to lead the Sub-Group. Where a Sub-Group does not have a convener elected at an AGM, the sub-group shall meet after the AGM to identify its convener and nominee to the Management Committee.

11.4 The convener of a Task Team shall be identified at an AGM, SGM or Management Committee where the need for a Task Team is identified and agreed upon. While a Task Team convener participates in the Management Committee discussions, he or she does not have any voting powers.

11.5 The Sub Group convener shall organize regular Sub Group meetings, report to Management Committee Meetings, ensure good communication between Sub-Group members and the Association Management Committee and encourage the participation of Sub-Group members in activities of the Association, including identifying and mentoring a possible successor. Within the mandate of the sub-group, the sub-group may make decisions to implement actions within its Terms of Reference but will consult the Management Committee on matters affecting the Association more broadly. The Convener will consult with the Exco in the event he or she is not sure a Sub-Group decision requires broader Management Committee approval.

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11.6 The Task Team convener shall ensure regular reporting to the Management Committee and good communication between Task Team members and the Management Committee. Within the mandate of the Task Team, the Task Team may make decisions to implement actions within its Terms of Reference but will consult the Management Committee on matters affecting the Association more broadly. The Convener will consult with the Exco in the event he or she is not sure a Task Team decision requires broader Management Committee approval.

11.7 There shall be a standing Sub Group called the Observatory Business Forum, comprising such portfolio holders as deemed necessary by OBF. Other portfolios for Sub-Groups shall be determined by the Association from time to time.

Commented [LL9]: Concern 3  
Why are we singling out the Business Forum to have this special place? Suggested to drop this.

11.8 The convener of each Sub-Group of the Association (or his or her nominee) shall be represented on the Management Committee and shall hold one vote each. Where the convener is unable to attend, he or she may nominate a member of the sub-group to attend the Management Committee with voting powers.

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

11.10 Individual Sub Group reports are to reach the Secretary five (5) days prior to Committee Meetings.

11.11 The Management Committee and, where applicable, the EC, will assist in resolving issues raised by Sub Groups

## 12. DUTIES OF COMMITTEE MEMBERS -

12.1 The duties of the different portfolio holders on the Management Committee will be defined in a Management Charter adopted by the Association.

12.2 The Management Committee may co-opt other members onto the Committee, to fulfil a specific role, as may be deemed necessary by the Committee. Such co-opted members will not have voting powers on the committee unless otherwise decided by the Management Committee.

12.3 Where a Management Committee member fails to fulfill their tasks, he or she will be subject to review by the rest of the Management Committee, following procedures outlined in a Management Committee Performance Policy to be adopted by the Association. The policy will, in the first instance, aim to remediate any difficulties in performance and, if this fails, provide a process for disciplinary action, which may result in removal of the said member from the Management Committee.

### 13. VACANCIES ON THE COMMITTEE

13.1 In the event of the death, resignation or incapacity of the Chairperson, the Deputy Chairperson shall become the Acting Chairperson and the office of Deputy Chairperson shall be taken over by one of the other Committee Members.

13.2 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.

13.3 The Committee may temporarily fill an absent portfolio by co-opting a delegated member to that Committee position, if required. In doing so, the Committee will, in the first instance as the relevant sub-group to identify a nominee, but if not sub-group is functioning, the Committee can decide how the portfolio will be filled in the interim until elections at the next AGM.

### 14. COMMITTEE MEMBERS ABSENT WITHOUT LEAVE

14.1 A Committee member may be removed in terms of a resolution by the Management Committee, after being absent at two [2] consecutive Management Committee meetings without an excuse considered reasonable in the Management Committee's sole discretion.

14.2 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.

### 15. NOTICE OF MEETINGS

15.1 Notice of the day, hour and venue of the Annual General Meeting shall be advertised to Association members and other community members using email and, as appropriate, all other public platforms, and newsletters, not less than 14 days prior to the meeting.

15.2 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.

**Deleted:** chairperson include, but are not limited to ¶  
a) chairing the Association's meetings unless another chair is identified for a particular event. ¶  
b) representing the Association to external stakeholders ¶  
c) providing strategic leadership to the Association ¶  
d) overseeing the Association's management tasks ¶  
e) facilitating the activities of the Association in conjunction with the Management Team ¶

12.2 The duties of the deputy-chairperson include, but are not limited to ¶  
a) chairing the Association's meetings in the absence of the Chairperson ¶  
b) supporting the Chairperson in his or her roles ¶  
c) assisting in the Association's management tasks ¶  
d) taking leadership when delegated by the

**Deleted:** 12.3 The duties of the Treasurer include, but are not limited to ¶  
a) maintaining oversight of all income and expenditure of the Association, including keeping records of all income, expenditure, assets and liabilities ¶  
b) reporting to the Management Committee and members on all income, expenditure, assets and liabilities of the Association. ¶

c) Ensuring the financial procedures of the Association are followed and that care is taken to ensure the resources of the Association are appropriately spent ¶  
d) Advising on all financial matters ¶  
e) ensuring that the authorisation on all expenditures is consistent with the Association's agreed procedures ¶  
f) reporting to the Management Committee and members on all income, expenditure, assets and liabilities of the Association. ¶  
g) collecting all subscriptions due by members ¶  
h) Liaise with the secretary to ensure that new members and member renewals are updated on the Association's membership list ¶  
i) fulfil all duties in line with the Finance Management Policy. ¶

12.4 The duties of the Secretary include, but are not limited to ¶  
a) ensuring the smooth administration of the Association. ¶ [1]

**Commented [LL10]:** Concern 4  
A query was raised as to what is the purpose of this provision, which appears vague if they cannot vote.

Response – this is akin to a Working Group. The idea is that this gives Man Comm flexibility to deal with a particular crisis (eg. water). In this case, we don't foresee [2]

**Commented [LL11]:** Need to provide an appeal or review process? Have asked the NPO lawyer

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**Commented [LL12]:** Gwen noted this was too broad even though it is the text suggested by the NPO lawyer. Gwen to suggest text that is suitable.

**Deleted:** General Meeting as well as the

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15.3 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, if there is written consent from at least half of the members of the Committee.

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15.4 The non-receipt of a validly distributed notice by any member shall not invalidate the proceedings at any meeting.

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## 16. MEETINGS

To pursue the objectives as outlined in Clause 3, the following meetings shall be scheduled:

16.1 Annual General Meetings: must be held at a venue in Observatory at least once in the calendar year. The date of the AGM must be, at the earliest, 10 months, and, at the latest, 14 months after the preceding AGM.

16.2 Special General Meetings: A SGM must be convened if at least  $\frac{2}{3}$  of committee members or at least 10% of ordinary members request such a meeting. The request must be made in writing to the secretary and must indicate the reason for the meeting.

16.3 Management Committee Meetings: At least 8 meetings are to be held per year and at least one meeting is to be held per quarter.

16.4 EXCO Meetings: to be convened by the Exco at a frequency required for the day-to-day running of the Association; or, when any member of the EXCO considers such a meeting necessary or desirable. The management committee may also instruct the EXCO to convene to address any matter. A summary of Exco activities will be provided at the next Management Committee meeting and included in public minutes.

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16.5 All meetings shall be open to community members, save for EXCO meetings and any special Management Committee meetings designated by the Management Committee to deal with matters in committee.

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16.6 At the discretion of the Committee, no business other than that specified in the meeting agenda, or related resolutions submitted, shall be transacted at such a meeting. Where exceptional circumstances prevail or an emergency has supervened the Management Committee has the discretion to amend the business of a General Meeting by adding such items as may be urgent to the agenda.

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16.7 All meetings shall be conducted in accordance with the rules of the Constitution.

## 17. QUORUM AT MEETINGS

17.1 At Annual General Meetings or Special General Meetings, the quorum shall be THIRTY members or  $\frac{1}{3}$  of members, whichever is the lowest.

17.2 The quorum at Management Committee Meetings shall be 50% PLUS 1 of the number on the Committee.

17.3 The quorum for EXCO meetings shall be three of the four office bearers.

17.4 When there is no quorum at any meeting (excepting Special Committee Meetings), that meeting shall be adjourned for a maximum of 14 days so that a quorate meeting can be called.

#### 18. 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.

#### 19. BUSINESS OF ANNUAL GENERAL MEETINGS

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

- I. the presentation and adoption of the Annual Report of the Chairperson;
- II. the consideration of the Annual Financial Statements;
- III. the election of members to serve on the Management Committee for the following year;
- IV. the appointment of the **accounting officer** for the Association for the coming year
- V. adjustment of the membership fee, where deemed necessary
- VI. Identification of sub-groups, where needed
- VII. other matters as may be considered appropriate such as any resolution to be proposed at the Annual General Meeting.

Commented [LL13]: Joy suggested this needs definition

19.2 Notice of any resolution to be proposed at the Annual General Meeting shall be lodged with the Secretary at the latest ten (10) days before the date set for such meeting.

19.3 Documents in support of the AGM as indicated in clause 19.1 above must be circulated to members at least five days prior to the AGM including, but not limited to

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a) The Chairperson's report

b) The financial statements

c) Except for members nominated from the floor, a list of nominees for the Management Committee and any supporting biographical information in terms of the Association's policy on electing committee members, as indicated in paragraph 19.4.

Deleted: c) A

Deleted: c

d) Any resolutions submitted for discussion at the AGM within the time period identified in 19.2 above.

Deleted: 21

e) Failure to circulate these documents within the time period indicated above invalidates the AGM

**Commented [LL14]:** Alternative suggestion:

If the documents referred to in this clause were not circulated within the time period indicated above, the AGM may consider condoning the late circulation based on a motivation by the relevant office bearer for the AGM to be considered valid.

19.4 Rules for nomination of members for election to the management committee:

a) In conjunction with the announcement of the meeting date, the roles and responsibilities of the different positions on the Management Committee will be clarified in writing and nominations for these positions invited.

**Commented [LL15]:** Created a proforma for bio, confirmation of acceptance and motivation

**Deleted:** Executive

b) Nominations must be made by two members in good standing and accompanied by confirmation of acceptance from the nominee and a brief motivation outlining the candidate's skills and expertise and confirmation that they have attended at least one OCA meeting in the previous year. Nominations should be submitted to the secretary in writing no later than 7 days before the meeting.

c) However, nominations may also be made from the floor on the day of the elections subject to the same conditions – nomination by two members in good standing and confirmation of acceptance by the candidate.

d) Candidates must accept nominations before their candidature is shared with the voting members.

d) Candidates who are not present at the AGM may still be nominated and voted for as long as they meet the requirements of eligibility for the Management Committee.

19.5 The process for election of members to the management committee:

a) Candidates who are nominated for a particular position must outline in brief their skills and expertise relevant to the position as motivation. For candidates whose nominations are received at least 7 days prior to the meeting, their motivations will be made available on the Association's website. The motivations for all candidates, whether submitted prior to, or nominated at the AGM, will be shared with voting members prior to the initiation of voting. Should the candidate not be present at the AGM, the motivation can be presented by a proxy or a written motivation circulated by the secretary to the meeting.

**Deleted:** objection

b) After the presentation by candidates, opportunities for raising concerns and questions will be provided to voting members prior to the election of each position. No candidate will be disqualified from standing based on any objection. The only grounds for disqualification will be if they are not members in good standing or if they are disqualified in terms of clauses 7 and 9.3.

**Deleted:** 13

c) Each candidate will be offered equal opportunity for rebuttal prior to the start of voting procedures. Absent candidates will not be given an opportunity for rebuttal.

d) In the case that a position is not filled during the election, this position may be re-opened for election at the end of the election process should candidates be available.

20. VOTING PROCEDURE AT MEETINGS

20.1 ~~At Special~~ General meetings and Annual General meetings, ~~all OCA members in good standing can vote~~. The Association may institute checks at the start of meetings to confirm that members in good standing are identified for purpose of voting during the meeting.

**Deleted:** Members in good standing can vote at

**Deleted:** . Members may participate in discussions but may not vote at Management Committee meetings.

~~20.2 At Management Committee meetings, OCA members may participate in discussions but do not have voting rights.~~

**Deleted:** 20.2

~~20.3~~ Members have to be present in person to vote unless a proxy process has been completed and accepted prior to the meeting.

~~20.4~~ Proxy Process:

**Commented [LL16]:** There was a view that proxies should be the exception but it seems there is no way to operationalise such a view.

~~20.4.1~~ If a member is unable to attend ~~an SGM or AGM~~, he or she may nominate another member to be their proxy. In nominating a proxy, the member accepts that he or she is giving the proxy a general proxy which enables the proxy to vote however he or she sees fit on any matter at the meeting.

**Deleted:** 3

**Deleted:** 3

**Deleted:** a meeting

~~20.4.2~~ A proxy appointment must be in writing, include the name and signature of the member, of a witness and of the proxy.

**Deleted:** 3

~~20.4.3~~ The completed proxy must be delivered to the Secretary not less than twenty-four (24) hours prior to the scheduled meeting.

**Deleted:** 3

~~20.4.4~~ The secretary must verify the proxy as valid before voting begins and should inform the meeting of how many proxies have been received.

**Deleted:** 3

~~20.4.5~~ A proxy may be used to establish a quorum.

**Deleted:** 3

~~20.5~~ Every question submitted to a meeting shall be decided by a show of ~~hands~~, except where a majority of members call for a secret ballot. The determination of a secret ballot may not be cast by proxy vote.

**Deleted:** 4

**Deleted:** hand

~~20.5.1~~ Where voting includes approved proxies, voting cards or their equivalents can be issued to the proxy indicating the number of votes the proxy holds.

**Deleted:** 3

~~20.6~~ The Chairperson shall have a second or casting vote when the number of votes cast for and against are equal.

**Deleted:** 4

~~20.7~~ Property owners who are members may only be allowed one vote, irrespective of the number of properties they own, subject to Clause 7.3.

**Deleted:** 20.5 Only one vote per property by a paid-up member is allowed on any proposal at any meeting except in the case of a Sectional Title development where one vote per unit shall be allowed.

## 21. CODE OF CONDUCT

The Code of Conduct shall be binding on the Association's members and its Committees and sub-Groups. The following rules of conduct shall be observed:

21.1 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.

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

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

21.4 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.

21.5 No member of the Association may use his/her position on any committee or sub-group to promote his/her financial and/or business interests or to use for such purposes confidential information obtained through his/her position.

**Commented [LL17]:** Suggestion to add "or personal/political interests"

21.6 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 or taking a position on any issue in an OCA meeting.

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

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

21.9 Breach of the Code of Conduct may be grounds for disciplinary action.

## 22. ALTERATION OF CONSTITUTION

22.1 Any alterations, additions or amendments to the Constitution shall be passed at a Special General Meeting or Annual General Meeting by a two thirds majority of eligible members present at that meeting as defined in Clause 20.1.

**Deleted:** 19

22.2 Notice on any proposed alteration, addition or amendment must be given in writing to members fourteen (14) days prior to the Special General Meeting or Annual General Meeting. The notice must include indication of the changes proposed to the Constitution on which voting will occur.

**Deleted:** AGM or general meeting.

22.3 Any member may propose amendments to the Constitution by submission to the Secretary. The Management Committee must decide on the validity of the proposal within 30 days of the submission and inform the member of its decision.

**Commented [LL18]:** Suggestion – we should have a policy on discretion

**Deleted:** or

22.4 If the Management Committee decides not to put the amendments to members at a SGM or AGM, the member is allowed to bring the matter as an agenda item at the next SGM or AGM.

**Deleted:** annual general meeting

### **23. 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 the Secretary by no later than November of each year.

### **24. AMALGAMATION AND DISSOLUTION**

24.1 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.

24.2 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.

24.3 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.

24.4 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.

24.5 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.

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



Page 10: [1] Deleted

Leslie London

7/20/19 6:27:00 PM

Page 10: [2] Commented [LL10]

Leslie London

7/15/19 4:46:00 PM

#### Concern 4

A query was raised as to what is the purpose of this provision, which appears vague if they cannot vote.

Response – this is akin to a Working Group. The idea is that this gives Man Comm flexibility to deal with a particular crisis (eg. water). In this case, we don't foresee the Man Comm changing composition in the long-term but need someone to manage it for the OCA in the short term. We can discuss.