

## Resolution to amend the Constitution of the Observatory Civic Association

The Management Committee of the Observatory Civic Association proposes the following amendments to the Constitution of the OCA.

Deletions are marked with a ~~strike through~~. Additions are marked with underline.

Original Text as adopted in Sept 2019 and amended in 2021		Proposed amendment	Reason
Paragraph 4.3 (power)  TEXTUAL CHANGE	The Association has the powers to ...  4.4. appoint one or more members as representatives to the relevant Forums, Councils or any legislated or representative body that warrants representation.	The Association has the powers to ...  4.4. appoint one or more members as representatives to the relevant Forums, Councils or any legislated or representative body that warrants representation <u>on behalf of the Association</u> .	Correcting language
Paragraph 5.2 (finances)  TEXTUAL CHANGE	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.	The Association through the Management Committee shall be empowered to raise funds from members by way of <u>annual</u> subscriptions <del>and/or,</del> <u>donations, appeals or other fundraising methods</u> <del>so approved,</del> 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 <del>with a registered deposit receiving instruction.</del>	We use a range of methods to raise funds and banking almost entirely virtual rather than using deposit slips. This is to update our constitution to keep up with current practice.
Paragraph 9 (Membership)	Addition of new clause 9.1 and change in numbering of existing clauses 9.1, 9.2. 9.2.1, 9.2.2 and 9.3 to accommodate the new clause	<u>9.1 All memberships lapse with the AGM and must be renewed each year. Membership renewal will be opened 5 weeks before the AGM. To be eligible to vote at an AGM, members must have submitted their membership at least 7 days before the AGM.</u>	The need to renew membership each year is standard practice for the OCA. Members will have a window of 4 weeks to renew their membership. Since the business of the AGM will be communicated to paid up

			members 5 days before the AGM, it is reasonable for the Management Committee to have finalised membership lists 2 days before sending documents to members for the AGM. The OCA has long since discontinued the practice of membership renewal at the AGM since an attempt to capture the Civic was made by malicious parties in 2017. This does not preclude a member from attending the AGM but they will not be eligible to vote in the AGM unless they get their membership renewal in on time.
Para 10.2.6 (Powers of the Management Committee)	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	10.2.6 the appointment of any sub-group with <u>at least</u> one or more members drawn from Management Committee, and granting such powers to it as may be considered necessary	This indicates that the Sub-groups can include non-Man Comm members but must have at least one Man Comm member to report back to Man Comm
Para 10.3 (Powers of the Management Committee)	10.3 Any member of the Management Committee who has any financial, political or business interest in any matter under discussion, must declare such	10.3 Any member of the Management Committee who has any financial, political, <u>personal</u> or business interest in any matter under discussion <u>that may affect their partiality</u> , must declare such interest and	Clarifying the circumstances under which Conflict of Interest requires recusal.

	interest and recuse him/herself from such discussions and any vote thereon	recuse him/herself from such discussions and any vote thereon	
Para 19.1 (ii) (Business of the AGM)  TEXTUAL CHANGE	19.1(ii) the consideration of the Annual Financial Statements	19.1(ii) the consideration <u>and adoption</u> of the Annual Financial Statements	Regularising what is normal practice at an AGM. We adopt the financial statements for the year.
Para 19.1 (v) (Business of the AGM)  TEXTUAL CHANGE	19.1 (v) adjustment of the membership fee, where deemed necessary	19.1 (v) <u>review and</u> adjustment of the membership fee, where deemed necessary	We may not actually adjust membership fees every year but it is good practice to review fees every year. This edit allows us to do that even if we do not decide to adjust fees.
Para 19.3 (documents for the AGM)	19.3 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.	19.3 <del>Except for members nominated from the floor,</del> 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.	Proposal is that no nominations will be taken on the day of the AGM from the floor and all nominations must be received in good time before the AGM.
Para 19.4(a) (nominations for the Management Committee)  TEXTUAL CHANGE	19.4(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.	19.4(a) In conjunction with the announcement of the meeting date, the roles and responsibilities of the different positions on the Management Committee will be <del>clarified</del> <u>circulated</u> in writing and nominations for these positions invited.	“Circulated” is a more accurate description of what is intended than “clarified” which happens prior to nomination.

<p>Para 19.4(b) (nominations for the Management Committee)</p>	<p>19.4(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</p>	<p>19.4(b) Nominations must be made by two members in good standing and accompanied by (i) confirmation of acceptance from the nominee <u>who must be a member of the OCA in good standing</u>; (b) a brief motivation outlining the candidate’s skills and expertise; (c) 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</p>	<p>The amendments makes explicit what is implicit in the constitution – that, to be a Man Comm member, you must be an OCA member in good standing.</p>
<p>Para 19.4(c) (nominations for the Management Committee)</p>	<p>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.</p>	<p><del>e) 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.</del></p> <p>Also followed by renumbering of paragraphs 19.4(d) and (e) to 19.4 (c) and (d).</p>	<p>Proposal to do away with nominations from the floor. It is very hard to verify on the night that the candidate is eligible; hard to manage elections with a hybrid format if a new candidate is proposed.</p>
<p>Para 19.5 (a) Election process for Management Committee</p>	<p>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</p>	<p><del>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</del></p>	<p>Replacement of this clause with a simple reaffirmation that the candidate’s motivation is available. Since the proposal is to do away with nomination from the floor, the current paragraph falls away.</p>

	motivation circulated by the secretary to the meeting.	<del>written motivation circulated by the secretary to the meeting.</del>  a) Candidates' motivation for election will be circulated to members at least 5 days before the AGM	
Para 19.5 (b) Election process for Management Committee	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	<del>b) After the presentation by candidates,</del> 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 <u>concern raised from the floor objection</u> . The only grounds for disqualification will be if they are not members in good standing or if they are disqualified in terms of clauses <del>7</del> <u>6</u> and 9.3	The proposal is to do away with nominations from the floor. As a result, there would be no need for a presentation by the candidate, since their motivation would be available before the meeting.  "Objection" is not the correct term since the floor is open for concerns to be raised rather than an objection process.  There is a typo in that it is para 6 that refers to eligibility for membership. Para 7 is the incorrect paragraph which should be paragraph 6 referring to eligibility for membership.
Para 19.5 c)	c) Each candidate will be offered equal opportunity for rebuttal prior to the start of voting procedures.	c) Each candidate will be offered equal opportunity for <del>rebuttal</del> <u>response</u> prior to the start of voting	Rebuttal is an incorrect framing; response is more appropriate and neutral.

TEXTUAL CHANGE	Absent candidates will not be given an opportunity for rebuttal	procedures. Absent candidates will not be given an opportunity for <del>rebuttal</del> <u>response</u> .	
Para 19.5(d)	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	<del>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</del>	Since the proposal is to do away with nominations from the flood, this falls away. The Man Comm is empowered to co-opt members to fill gaps after the AGM.
Para 20 (Voting procedure)	New clause 20.3 after 20.2	<u>20.3 To be eligible to vote at an SGM, members must be either (a) existing members in good standing, or (b) if new members, their membership application must have been received at least 7 days before the meeting and their membership approved by the Management Committee. To be eligible to vote at an AGM, members must have submitted their membership application or renewal at least 7 days before the meeting and their membership approved by the Management Committee.</u>	This clause confirms what is implied in clause 9.1 – that to vote at an AGM or an SGM, members must sign up in good time. A sudden influx of new members at the last minute cannot be used to hijack a meeting. It does not preclude existing or new members signing up late, but they will not be able to vote at the meeting.
Para 20 (Voting procedure)	New clause 20.4 after new clause 20.3	<u>20.4 The existing Management Committee will stand down for the elections at an AGM and these elections will be managed by an Independent Electoral Officer appointed before the AGM. The Independent Electoral Officer will explain the rules for the elections to the meeting before the election commences. After conclusion of the election, the</u>	This confirms the practice to have elections presided over by an independent person with suitable standing and experience.

		<u>Independent Electoral Officer will hand over the chairing of the meeting to the newly elected Chair.</u>	
Para 20 (Voting procedure)	<p>20.3 Members have to be present in person to vote unless a proxy process has been completed and accepted prior to the meeting.</p> <p>20.4 Proxy Process:</p> <p>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.</p> <p>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.</p> <p>20.4.3 The completed proxy must be delivered to the Secretary not less than twenty-four (24) hours prior to the scheduled meeting.</p> <p>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.</p> <p>20.4.5 A proxy may be used to establish a quorum.</p> <p>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.</p> <p>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.</p>	<p><del>20.3 Members have to be present in person to vote unless a proxy process has been completed and accepted prior to the meeting.</del></p> <p><del>20.4 Proxy Process:</del></p> <p><del>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.</del></p> <p><del>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.</del></p> <p><del>20.4.3 The completed proxy must be delivered to the Secretary not less than twenty-four (24) hours prior to the scheduled meeting.</del></p> <p><del>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.</del></p> <p><del>20.4.5 A proxy may be used to establish a quorum.</del></p> <p><del>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.</del></p> <p><del>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.</del></p>	<p>Removal of existing paragraphs 20.3 to 20.5.</p> <p>Since we now run AGMs and SGMs as hybrid events, it is possible for those outside Cape Town to attend. Proxy votes are not a direct expression of democratic practice and are difficult to manage.</p>

Para 20 (Voting procedure)	Insertion of new paragraph 20.5	<u>20.5 A nominee will be considered elected if he or she secures more than 50% of the eligible votes amongst those present at the meeting.</u>	Most organisations require at least a 50% election base to be seen as democratic. It shows that the candidate has the majority of support of those able to vote. This practice was adopted at the 2020 and 2021 elections but not written down. This now confirms the practice in our Constitution.
Para 20 (Voting procedure)	Insertion of new paragraph 20.6	<u>20.6 In the event of an election involving 2 or more candidates resulting in an outcome where no candidate achieves more than 50% of the votes amongst those present at the meeting, the election will be re-run including only the two candidates who achieved the highest poll of votes in the first round. If neither candidate achieves more than 50% of the vote, the position shall be deemed to be unfilled. There will only be one re-run of the election.</u>	This is standard practice where a 50%+1 threshold is required.  If no candidate is able to garner majority support, the position is deemed unfilled.
Para 20 (Voting procedure)	20.6 The Chairperson shall have a second or casting vote when the number of votes cast for and against are equal.	<u>20.67 Other than in elections for the Management Committee, the Chairperson shall have a <del>second</del> or casting vote when the number of votes cast for and against are equal</u>	Since the Chair will have stood down to allow the elections at the AGM to take place, he or she will no longer be Chair. Moreover, the rule in 20.4 and 20.5 means that if there is a tie, a re-election must be held irrespective. This casting vote rule is



			intended for matters other than elections.  Text change – removed “second or” as being redundant. Renumbered to 20.7
Para 20 (Voting procedure)	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.	20.78 Property owners who are members may only be allowed one vote, irrespective of the number of properties they own, subject to Clause 7.3.	Renumbering sub-paragraph to accommodate changes in previous section of this paragraph.
Para 22.2	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.	22.2 Notice on any proposed alteration, addition or amendment must be given in writing to members <del>fourteen (14)</del> at least seven (7) days prior to the Special General Meeting or <u>14 days, in the case of an</u> Annual General Meeting. The notice must include indication of the changes proposed to the Constitution on which voting will occur.	This is to bring consistency to requirements for notice for meetings – For an SGM, paragraph 15.2 specifies that no less than 7 days’ notice is required; For an AGM, 14 days notice is required under para 15.1.
Para 23 (recognition by the City)	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.	RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN, <u>THE DEPARTMENT OF SOCIAL DEVELOPMENT OR ANY OTHER AUTHORITY</u>  <u>23.1</u> -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 <del>by no later than November of each year</del>	The obligation to report by November is not logical as our AGM may take place in November or December. The provision to update within 4 weeks of the AGM is appropriate.

		<p><u>within four weeks of a new Management Committee being elected at the AGM each year.</u></p> <p><u>23.2 The information required for recognition of the Association by the Department of Social Development (DSD) shall be submitted to the DSD within four weeks of a new Management Committee being elected at the AGM each year.</u></p> <p><u>20.3 Should the OCA be required to update its details with any other authority, it should endeavour to do so according to a similar timetable.</u></p>	<p>We now also have an obligation to report to DSD so that has been added.</p> <p>A third clause providing for a general requirement to report has been added as we cannot always anticipate which authorities will require regular updating. We may have new obligations over time.</p>
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Proposed: Leslie London (Chair)

Seconded: