

Minutes of the Special General Meeting, NA Room Observatory Community Centre, October 3rd 2023.

The SGM was called to discuss two matters: (a) feedback to OCA members regarding the settlement in the court case opposing the River Club amendment; and (b) amendments proposed to the Constitution of the Observatory Civic Association. The amendments were circulated to members 14 days prior to the meeting consistent with the OCA Constitution (Section 22.2). The meeting was a hybrid meeting with members attending both in the room and on Zoom. See attendance list at the end as Annex 1 – there were 14 members present in the room and 17 members on line.

The meeting noted as quorate by the time we started. We had 31 members in attendance in total.

1. The update on the River Club court case indicated that the litigation had exhausted our funds. We had two very bad court decisions against, awarding costs against us. The campaign was also derailed because of conflict within the Liesbeek Action Campaign that limited our capacity to raise funds further. Despite efforts to arrange mediation between the OCA and the Goringhaicona Khoi Khoi Indigenous Traditional Council, the mediation failed to restore the campaign. The advice of our legal team was a settlement was the best option for us. We reached the settlement on the basis we would withdraw from the legal case if the parties waived their claims to costs. All the respondents, save the City of Cape Town, agreed to the terms, and only the City of Cape Town insisted on some payment, which was set at a figure of R 30000, based on a very early commitment by the OCA in 2021. The settlement binds the OCA and its Management Committee members not to pursue any legal action related to the River Club development. It does not preclude us campaigning on the issue, nor issuing public statements, nor does it preclude us from pursuing legal action on related matters such as the heritage grading of the Two Rivers Urban Park or any development applications in the Park. There were no questions from the floor.
2. The Management Committee of the Observatory Civic Association proposed a set of amendments to the Constitution of the OCA (see annex 2). Each amendment was discussed. Where there was no dispute or discussion about the content, the amendment was accepted. The amendments where there was disagreement (numbers 3 and 5 in the table) were either deferred for further discussion (amendment number 3) or accepted with a proviso for definition (amendment 5).
 - a. The amendment that established of a window of 5 weeks to 1 week before the AGM for membership renewal (para 9.1) was raised by some members as potentially exclusionary. Initially, it agreed by the OCA member who raised that concern that if clause 19.4 (about no nominations for Man Comm positions from the floor) was deferred, they would waive their objection to clause 9.1. However, after clause 19.4 was adopted, some members objected based on what was agreed earlier. The meeting then went to a vote on the amendment to 9.1. There were 19 votes in favour, 5 votes against and 7 people who did not vote. The sentiment of the meeting was that the SGM was in favour of the changes. However, in the spirit of inclusion, the chair put it to the meeting that we pend the decision on 9.1 so that we can proceed with the adoption of the other changes.
 - b. One member expressed concern that the meeting had taken a vote and could not be held ransom to views of one or two people. Despite this view, the chair requested the meeting to accept that this clause be pended so that the rest of the changes could be adopted. There were no dissenting views to this position.

- c. The amendment that added personal interests to the recusal process for Man Comm was disputed by some members as too broad but it was accepted on the basis that clear definitions be provided consistent with best practice. An OCA member, Thabita Paine, offered to find IEC or other definitions to explain what was meant.
- d. There was also substantial discussion on the amendment to do away with AGM nominations for the Man Comm from the floor. There was some discussion about making sure that the Man Comm did not exclude people who wanted to be involved. It was agreed as important that the OCA Management Committee should do more to reach out to members and potential members to invite them to participate in the Man Comm through sharing information, meetings, tables and other routes. Also, it was confirmed that if a position was vacant, the Man Comm can co-opt after the AGM to fill that position.
- e. There was also an appeal that the references to 'he' or 'she' be made gender neutral throughout the constitution and this was agreed. Specifically, this refers to clauses 6.3, 8.2.2, 11.4, 11.5, 11.6, 11.8 12.3, 20.5 and 21.4, which will all be amended to gender neutral terms.
- f. In summary,
 - i. We accepted all changes save the changes in point 3.
 - ii. We agreed that the changes in point 5 requires clear definitions
 - iii. We agreed that OCA should be active in recruiting for the Man Comm in an inclusive way.
 - iv. We changed gender references to be gender-neutral.

The meeting ended at 7.40pm

Annexure 1: Changes proposed and outcome of discussion.

Numb		Original Text as adopted in Sept 2019 and amended in 2021	Proposed amendment	Outcome
1	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>	Accepted
2	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 and/or, donations, appeals or other fundraising 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.	Accepted
3	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>	See discussion
4	Para 10.2.6	10.2.6 the appointment of any sub-group with one or more members drawn from Management Committee, and granting such	10.2.6 the appointment of any sub-group with <u>at least</u> one or more members drawn from Management Committee, and granting	Accepted

	(Powers of the Management Committee)	powers to it as may be considered necessary	such powers to it as may be considered necessary	
5	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 interest and recuse him/herself from such discussions and any vote thereon	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 recuse him/herself from such discussions and any vote thereon	Accepted with the proviso we secure best practice definitions of these conflicts of interest.
6	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	Accepted
7	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	Accepted
8	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 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.	Accepted
9	Para 19.4(a) (nominations for the Management Committee)	19.4(a) In conjunction with the announcement of the meeting date, the roles and responsibilities of the different positions on	19.4(a) In conjunction with the announcement of the meeting date, the roles and responsibilities of the different positions on	Accepted

	TEXTUAL CHANGE	the Management Committee will be clarified in writing and nominations for these positions invited.	the Management Committee will be clarified <u>circulated</u> in writing and nominations for these positions invited.	
10	Para 19.4(b) (nominations for the Management Committee)	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	19.4(b) Nominations must be made by two members in good standing and accompanied by <u>(i)</u> confirmation of acceptance from the nominee <u>who must be a member of the OCA in good standing</u> ; <u>(b)</u> a brief motivation outlining the candidate's skills and expertise; <u>(c)</u> 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	Accepted
11	Para 19.4(c) (nominations for the Management Committee)	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.	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. Also followed by renumbering of paragraphs 19.4(d) and (e) to 19.4 (c) and (d).	Accepted
12	Para 19.5 (a) Election process for 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	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	Accepted

		<p>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.</p>	<p>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.</p> <p><u>a) Candidates' motivation for election will be circulated to members at least 5 days before the AGM</u></p>	
13	Para 19.5 (b) Election process for Management Committee	<p>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</p>	<p>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 concern raised from the floor 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 <u>6</u> and 9.3</p>	Accepted
14	Para 19.5 c) TEXTUAL CHANGE	<p>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</p>	<p>c) Each candidate will be offered equal opportunity for rebuttal <u>rebuttal response</u> prior to the start of voting procedures. Absent candidates will not be given an opportunity for rebuttal <u>response</u>.</p>	Accepted
15	Para 19.5(d)	<p>d) In the case that a position is not filled during the election, this position may be re-opened</p>	<p>d) In the case that a position is not filled during the election, this position may be re-opened</p>	Accepted

		for election at the end of the election process should candidates be available	for election at the end of the election process should candidates be available	
16	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>	Accepted
17	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 Independent Electoral Officer will hand over the chairing of the meeting to the newly elected Chair.</u>	Accepted
18	Para 20 (Voting procedure)	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:	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:	Accepted

		<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>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>	
19	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>	Accepted
20	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</u>	Accepted

			<u>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>	
21	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.	20. 6 <u>7</u> Other than in elections for the <u>Management Committee</u> , the Chairperson shall have a second <u>or</u> casting vote when the number of votes cast for and against are equal	Accepted
22	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. 7 <u>8</u> Property owners who are members may only be allowed one vote, irrespective of the number of properties they own, subject to Clause 7.3.	Accepted
23	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 fourteen (14) <u>at least seven (7)</u> 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.	Accepted

24	Para 23 (recognition by the City)	<p>23. RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN</p> <p>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.</p>	<p>RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN, <u>THE DEPARTMENT OF SOCIAL DEVELOPMENT OR ANY OTHER AUTHORITY</u></p> <p><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 by no later than November of each year <u>within four weeks of a new Management Committee being elected at the AGM</u> each year.</p> <p><u>23.2</u> The information required for recognition of the Association by the Department of Social Development (DSD) shall be submitted to the DSD <u>within four weeks of a new Management Committee being elected at the AGM</u> each year.</p> <p><u>20.3</u> Should the OCA be required to update its details with any other authority, it should <u>endeavour to do so according to a similar timetable.</u></p>	
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Additional changes for removing gender insensitive terms as agreed at the meeting:

The meeting identified that the use of “he or she” is a gender-insensitive usage which should be made more open. This arose from a discussion of the proposed edited change to clause 20.5 in which instead of using “he or she” we would use “the nominee” rather. The same principle will mean that other points at which “he or she” is used (paragraphs 6.3, 8.2.2, 11.4, 11.5, 11.6, 11.8 12.3, 20.5 and 21.4) will need amending as follows:

Numb		Original Text as adopted in Sept 2019 and amended in 2021	Proposed amendment
1	Paragraph 6.3 (membership) TEXTUAL CHANGE	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	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, <u>the representative</u> may also exercise their rights as an individual member
2	Paragraph 8.2.2 (membership rejection)	The rejected applicant will have the right of review by motivating why he or she should be granted membership	The rejected applicant will have the right of review by motivating why <u>the rejected applicant</u> should be granted membership
3	Paragraph 11.4 (task teams)	While a Task Team convener participates in the Management Committee discussions, he or she does not have any voting powers	While a Task Team convener participates in the Management Committee discussions, <u>the convener</u> does not have any voting powers
4	11.5 (sub-group ToRs)	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	The Convener will consult with the Exco in the event <u>the convener</u> not sure a Sub-Group decision requires broader Management Committee approval
5	11.6 (Task Team ToR)	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	The Convener will consult with the Exco in the event <u>the convener</u> not sure a Sub-Group decision requires broader Management Committee approval
6	11.8 (voting on the Man Comm)	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.	Where the convener is unable to attend, <u>the convener</u> may nominate a member of the sub-group to attend the Management Committee with voting powers.

7	12.3 (failure to perform duties of committee members)	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...	Where a Management Committee member fails to fulfill their tasks, <u>the member</u> will be subject to review by the rest of the Management Committee ...
8	20.5 NEW CLAUSE on voting procedure for Man Comm at AGM	A nominee will be considered elected if he or she secures more than 50% of the eligible votes amongst those present at the meeting	A nominee will be considered elected if the nominee secures more than 50% of the eligible votes amongst those present at the meeting
9	21.4 Code of Conduct	No member and or / Committee Members shall influence or attempt to influence the Association ... whether in money or otherwise for himself or herself or any other person or body with whom or which he or she is associated	No member and or / Committee Members shall influence or attempt to influence the Association ... whether in money or otherwise <u>for themselves</u> or any other person or body with whom or which <u>the member</u> is associated

Annexure 2: Attendance list

Attendance in person	Attendance online
Nodi Murphy	
Mark Neville	
Devos Rabie	
Joy Robinson	
Ann Roese	
David Aicheson	
Edwin Angless	
John Greene	
Biddy Greene	
Anthony Hodgson	

Tauriq Jenkins	
Ghyll Kincaid-Smith	
Leslie London	
Cara Morris	