

## CONSTITUTION

### BETTY'S BAY RATEPAYERS' ASSOCIATION

#### 1. NAME

*The name of the Association shall be the 'BETTY'S BAY RATEPAYERS' ASSOCIATION' (hereinafter referred to as Association)*

#### 2. AIMS AND OBJECTIVES

- (a) To facilitate, monitor and promote excellent management of the town of Betty's Bay and its environs, and the needs of the Community;*
- (b) To monitor, evaluate and where appropriate, influence the Local, Provincial and Government's decision making in matters relating to Betty's Bay;*
- (c) To identify issues affecting Betty's Bay and to recommend possible solutions to the Municipality and advance the interest of the Community in such issues;*
- (d) To keep members informed, and to cultivate and encourage an interest in local affairs amongst ratepayers and residents in order to ensure improving standards of management for Betty's Bay;*
- (e) To gain universal recognition as the official representative body of the community of Betty's Bay;*
- (f) To promote the conservation of the unique flora and fauna and rural character of Betty's Bay and its environs.*
- (g) The Association is intended to be a public benefit organisation with all its activities being carried out in a non-profit manner and with an altruistic or philanthropic intent.*

#### 3. LEGAL STATUS

- (a) The Association shall be a body corporate not for gain, with perpetual succession, and capacity to acquire rights and incur obligations independently of its members. The Association shall be capable of suing and being sued in its own name and shall have the right to acquire immovable property. All assets, funds or property of the Association shall be held or registered in the name of the Association as a corporation at law. All income and property of the Association shall be applied solely to the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly to any member or members provided however that the duly elected Chairman, Vice-Chairman, Secretary, or Treasurer, or any other persons appointed by the*

*Committee to perform functions on behalf of the Association shall be entitled to be refunded any disbursements reasonably made by any of them on behalf of the Association and pursuant to the performance of their duties.*

- (b) The liability of every member of the Association shall be limited to the amount of the subscription due by such member in terms of this Constitution and unpaid, and beyond this, no member shall be personally liable for the debts of the Association.*
- (c) The Association is required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Association and that no single person directly or indirectly controls the decision making powers relating to the Association.*

#### 4. **MEMBERSHIP**

*The following are eligible for membership:*

- (a) Any person (and his or her spouse) who owns property in Betty's Bay, or the small holding area surrounding the town;*
- (b) A maximum of two (2) persons in the event of joint or syndicated ownership of any properties;*
- (c) Maximum of two (2) persons where property is held in the name of a private company, close corporation or a trust;*
- (d) Any person (and his or her spouse) living permanently in Betty's Bay. Permanently is defined as being resident in Betty's Bay for a minimum of six months per year. Notwithstanding the provisions of clause 4. (b) and (c) the executive committee may on consensus agree to increase this number provided that such agreement will not result in a block being formed where the owners/residents of a particular property will be able to exert undue pressure on the executive committee to conform to their will. Should this happen in the opinion of the executive committee at any time they may rescind certain membership/s to restore the status quo;*
- (e) Any person, not otherwise qualified as a member, whom the Committee considers as taking an active interest in Betty's Bay's affairs and who shall apply in writing to the Committee for such membership;*
- (f) The Committee may invite a person to accept Honorary Membership of the Association for which no annual subscription will be due.*

#### 5. **CONDITIONS FOR MEMBERSHIP**

*Any eligible person, upon the payment of the annual subscription fees as determined at the Annual General Meeting and who supports the objectives of the Association. \_\_*

#### 6. **PRIVILEGES OF MEMBERSHIP**

- (a) Members including Honorary Members are entitled one (1) vote each at the Annual General Meetings, Special General Meetings and other voting forums of the Association;*

- (b) *Written proxies are acceptable if delivered to the Secretary at least seven (7) days prior to an Annual General Meeting, Special General Meeting or any other voting forums of the Association. No proxy votes will be accepted for the purpose of voting for the election of Executive Committee Members;*
- (c) *Each member is entitled to a copy of the Constitution;*
- (d) *All members can access Bettys Bay Ratepayers Association news on the web site i.e. [www.bettysbay.info](http://www.bettysbay.info) . Items requiring urgent dissemination will be distributed to members by E-Mail where E-Mail addresses are on record;*

## 7. SUBSCRIPTIONS

- (a) *Subscriptions for the ensuing year are determined at the Annual General Meeting, providing that the committee may deem it necessary;*
- (b) *Subscriptions are due at the start of the Association's year and are deemed to be in arrears under Clause 7(c), if not paid by 31 January of the year concerned;*
- (c) *The committee shall be entitled to terminate the membership of a person or persons in breach of Clause 4 and/or Clause 5 above or whose subscriptions are more than three (3) months in arrears.*

## 8. MEETINGS OF THE ASSOCIATION

- (a) *An Annual General Meeting shall be held every year between 10 December and 15 January;*
- (b) *Further Special General Meetings may be called by the committee;*
- (c) *A General Meeting must be called if requisitioned by more than twenty (20) members' signatories. Such a requisition must state the nature of the business to be transacted at a Special General Meeting of members. The Secretary must call such meeting within twenty-one (21) days of receiving the requisition;*
- (d) *At least twenty-eight (28) days written notice must be given of all General Meetings. In special circumstances the Chairman (within his/her entire discretion) may call a Special General Meeting at shorter notice;*
- (e) *A quorum at any General Meeting shall comprise thirty (30) members. Failure to achieve a quorum will necessitate that such a meeting stand adjourned for three (3) weeks, with immediate notice being given again to all members either in writing or by E-Mail and by being placed on the Organisations web site. Such members present at such postponed meeting shall constitute a quorum.*

## 9. COMMITTEE

- (a) *The affairs of the Association shall be conducted by a Committee consisting of not less than four (4) and not more than fifteen (15) members or Honoray members who are elected at each Annual General Meeting*
- (b) *An Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer, all of whom must permanently reside in Bettys Bay, and elected in accordance with paragraph 9(f), shall be empowered to deal with routine or urgent matters subject thereto that all decisions taken be reported at the next meeting of the Committee.*
- (c) *The post of Secretary and Treasurer may be combined;*
- (d) *Written nominations for members of the Committee must preferably be received by the Secretary seven (7) days before the Annual General Meeting but should it be deemed necessary nominations may be accepted from the floor provided that the nominee is present, accepts the nomination and the necessary documentation is completed as per paragraph 9. (e) at the AGM;*
- (e) *Nominations must be proposed and seconded in writing by two (2) members of the Association and accepted in writing by the nominee;*
- (f) *The Committee shall at its first meeting after the Annual General Meeting elect from its members a Chairman, Vice Chairman, Secretary and Treasurer and such other Officers as it may deem necessary;*
- (g) *Other office bearers may be elected and interim vacancies may be filled by co-option by the Committee until the next Annual General Meeting;*
- (h) *Any member may resign from the Committee at any time providing that the member gives written notice of such intention to do so;*
- (i) *Committee meetings must be held at least monthly where circumstances permit;*
- (j) *A Committee quorum consists of a majority of the Committee members elected at the Annual General Meeting in terms of paragraph 9(a). Failure to attract a quorum necessitates that the business of such a meeting be held over until the following meeting;*
- (k) *The Chairman exercises a casting vote should a deadlock occur;*
- (l) *Any Committee member who misses three (3) consecutive meetings of the Committee without leave of absence shall cease to be a member of the Committee;*

(m) *The Committee shall cause to advise, not less than thirty (30) days prior to the Annual General Meeting, all paid up members by way of circular or E-Mail and placing such notice on the organisations web site of:*

- (i) *The date of the Annual General Meeting; and*
- (ii) *The date by which nomination for the following year's office bearers must be received by the Secretary. Members are entitled to respond to such notice either by email, by post, by fax or by hand.*

#### **9.(a). MEETINGS AND PROCEDURES OF THE COMMITTEE**

*Minutes of all meetings must be kept safely and always be on hand for members to consult*

#### **10. CODE OF ETHICS**

*A condition of membership of the Association shall be that all members bind themselves to the provisions of this Code and Constitution in all good conscience. All members shall, without exception, at all times and under all circumstances:*

- (a) *Act with the utmost discretion, trust and dedication in all functions, roles and commitments which they fulfill;*
- (b) *Avoid acting with malice, lack of care or responsibility to the prejudice of the Association and its members;*
- (c) *Develop and maintain high standards of decency, morality, expertise and business practice;*
- (d) *Enhance and maintain the image of the Association by engendering trust, transparency and confidence in the perception of its members.*

#### **11. POWERS OF THE COMMITTEE**

- (a) *The Committee is empowered to deal with all matters of the Association not covered by the Constitution provided they are not in conflict with the Constitution. Without affecting the generality of the above, the Committee shall be empowered (but not limited) to:*
  - (i) *To institute and defend legal proceedings in the Association's name and perform all legal acts and execute such legal documents as may be necessary;*
  - (ii) *Co-opt additional members for the purpose of serving in a temporary capacity on the Committee or any Sub Committee;*

- (iii) *Appoint Sub-Committees consisting of a convenient number of members, for any special purposes and may allocate funds for use by such Sub-Committees;*
- (iv) *Each such Sub-Committee shall render a report and Statement of Account to the Association annually and timeously for its presentation at the Annual General Meeting;*
- (v) *Consider and decide on applications for membership;*
- (vi) *Arrange terms of reciprocity and affiliation with other Associations, should they consider it in the interest of the Association.*
- (vii) *Investigate and make recommendations to the Annual General Meeting re subscriptions payable by members;*
- (viii) *Investigate and determine, from time to time whether any members are in breach of the Constitution and/or Code of Ethics;*
- (ix) *Generally to administer and manage the affairs of the Association, accept and/or solicit donations in furthering the aims of the Association;*
- (x) *Establish a Development Fund, if desirable, as approved by a General Meeting.*

## 12. ANNUAL GENERAL MEETINGS

*The business at the Annual General Meeting shall be:*

- (a) *To read the notice convening the meeting;*
- (b) *To read and confirm or amend the Minutes from the previous Annual General Meeting or Special General Meeting as the case may be;*
- (c) *To receive the Chairman's annual report for the previous year;*
- (d) *To receive the Financial Statements;*
- (e) *To elect members of the Committee;*
- (f) *To appoint an Honorary External Financial Controller. Should such Examiner not be identified a member of the committee not related to the Treasurer may assume this function;*
- (g) *To consider any other competent business.*
- (h) *Members wishing to place matters on the agenda must advise the Secretary in writing or by E-Mail of the matter/s to be discussed at least seven days prior to the meeting;*

### 13. VOTING AT ANNUAL GENERAL MEETINGS OR SPECIAL GENERAL MEETINGS

- (a) Any member whose subscription is up to date may vote at any voting forum of the Association;
- (b) Voting shall be done by way of a show of hands or ballot at the sole discretion of the Chairman of the Meetings, who shall also have a casting vote. Proxies will be dealt with according to Para 6(b) above.

### 14. FINANCE

- (a) All funds other than petty cash shall be deposited into a Banking Account in the Association's name. Petty cash will be held by the Treasurer and will be limited to an amount of Five thousand rand (R5,000-00);
- (b) The Executive of the organisation's committee as designated in paragraph 9(a) is authorized to transact and sign any documentation required in dealings with the organisation's banking affairs.
- (c) All cheques shall be signed by two persons being the Secretary and/or Treasurer and/or any other nominated signatory of the Committee provided that where the posts of Secretary and Treasurer are combined the person filling this post will only constitute one of the signatories. Most transactions will be effected by Internet Banking with the Treasurer being the sole authorized operator. All debit transactions exceeding five hundred rand (R500-00) will be advised to the Chairman via SMS by the organisations bankers;
- (d) The Treasurer shall submit the examined Financial Statements to the Annual General Meeting each year and whenever else it is called for by the Committee;
- (e) An Honorary External Financial Controller will be appointed at the Annual General Meeting in terms of paragraph 12(f);
- (f) The financial year of the Association closes on 31 October each year.
- (g) The Association may not knowingly be part of any tax reduction, postponement or avoidance scheme.
- (h) The Association will not pay excessive remuneration to any person having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

### 15. AMENDMENTS TO CONSTITUTION

- (a) Amendments to the Constitution require a two-thirds majority of members present at an Annual General Meeting of the Association. Attendance at such Annual General Meeting may not be less than thirty (30) members;

- (b) *Thirty (30) days written notice of the proposed amendment(s) must be given to the Secretary and the notice convening the meeting must include any such proposed amendment(s).*
- (c) *The Association is required to submit to the Commissioner South African Revenue Service a copy of any amendment to the Constitution under which it is established.*

#### **16. DISSOLUTION OF ASSOCIATION**

- (a) *The Association may be dissolved, or merged with another Association or entity with similar purposes and objects, in each case only:
 
  - (i) *On a resolution passed by not less than two-thirds of the members entitled to vote and present at a duly constituted General Meeting of members; or*
  - (ii) *On application to the High Court by any ten (10) paid up members on the grounds that the Association had become dormant or is unable to fulfill its purpose and objectives.**
- (b) *On merger, the assets of the Association shall accrue to the Association or entity with which the merger is effected;*
- (c) *On dissolution, the assets of the Association shall be realized by a Liquidator appointed by the General Meeting or the Court, as the case may be, and the proceeds shall be donated to such Association or entity having similar objectives to this Association as the Meeting or the Court may decide.*
- (d) *Notwithstanding the requirements of paragraphs 16(b) and (c) of the Association's Constitution on dissolution, all Association's assets and funds will be transferred to another public benefit organisation approved in terms of section 30(3) of the Income Tax Act.*

#### **Amendments sanctioned at the AGM on 27 December 2011 at Crassula Hall, Betty's Bay**

*Addition of the following paragraphs 2(g), 3©, 14(f) & (g), 15© & 16(d)  
Substitution of paragraph 6(d)*

#### **Amendment sanctioned at the AGM on 28 December 2012 at Crassula Hall, Betty's Bay**

*Addition of paragraph 9.(a).*

#### **Amendments sanctioned at the AGM on 27 December 2013 at Crassula Hall, Betty's Bay**



Amended paragraphs 7(a), 7(b) and 7(c)

Amendments sanctioned at the AGM on 17 December 2016 at Crassula Hall, Bettys Bay

The following paragraphs were amended or included 4 (d), 6(d), 8(e),9(b), 9(d), 9(m), 11(a)viii, 12(f), 12(h), 14(a) 14(b), 14(d) & 15(a)

Amendments sanctioned at the AGM on 15 December 2018 at Crassula Hall, Bettys Bay

The following paragraphs were amended 7(a), 9(b) & 14(a)

The following paragraphs were amended or included 9(a), 12(d), 12(f), 14(b), 14(d) & 14(e)

Paragraphs 14(b) to 14(g) were renumbered to 14(c) to 14(h)

Amendments sanctioned at the AGM on 14 December 2019 at Crassula Hall, Bettys Bay

The following paragraphs were amended Paragraphs 9(a), 9(b) and 9(j)

Amendments sanctioned at the AGM on 11 December 2021 at Crassula Hall, Bettys Bay

Chairman

Secretary