

## Annexure B



### Mission Statement

*The Hermanus Ratepayers Association is determined to preserve the character and natural beauty of Hermanus. As a watchdog we shall seek close co-operation with the Local Authority to ensure that future developments are in keeping with the spirit of this statement and that municipal services are carried out in an economic, effective, efficient, transparent and accountable manner.*

## CONSTITUTION

(As Approved 21 May 2015)

### 1. NAME:

The name of the Association is the Hermanus Ratepayers Association. The name is shortened by the use of the capital letters HRA.

### 2. GEOGRAPHIC AREA:

The HRA represents the interests of Overstrand Municipal ratepayers associated with, but not limited to, the Hermanus suburbs of Voëlklip, Fernkloof, Kwaaiwater, Eastcliff, Hermanus Heights, the CBD, Northcliff, Westcliff, Westdene, the Industrial area and Mount Pleasant and participates in the Ward Committees associated with these listed suburbs.

### 3. GOALS:

- a. To promote the interest and involvement in matters of the Local Authority of ratepayers and *bona fide* lessees of property.
- b. To protect and preserve the traditional character and beauty of Hermanus and its environs.
- c. To act as a conduit for members' views to the relevant authority.
- d. To help ensure that municipal services are provided in terms of section 195 of the country's Constitution and section 38(c) of the Municipal Systems Act in an economic, effective, efficient, transparent and accountable manner.
- e. To promote the interests of Hermanus in close co-operation with the Local Authority and other ratepayers associations.

- f. To ensure that the HRA's motives and actions are transparent, apolitical and consistent with its Mission Statement.

#### 4. MEMBERSHIP:

Membership of the HRA is open to all persons over the age of 18 years, who support the HRA's Constitution and own property in the geographic area as defined in clause 2 above or who are *bona fide* lessees of property in the above-mentioned geographic area, as well as the spouses or partners of such owners or lessees. Membership can also be taken up by a corporate body or trust. A person, corporate body or trust may only exercise membership rights if membership fees are paid up. No person shall by virtue of his interest in a body or trust, or for any other reason, obtain dual membership entitling him/her to more than a single vote.

#### 5. ANNUAL SUBSCRIPTION FEE AND VOTING QUALIFICATIONS:

Subscription fees are determined, from time to time, by the Executive Committee. To qualify for a voting right:

- a. A new paid-up member must complete the required application form.
- b. A corporate body or trust must nominate a person in writing who shall be entitled to vote on its behalf.
- c. A member is required to pay an annual subscription in advance during January of each year.
- d. A member who pays his/her subscription after January must pay the full membership fee for that year.

#### 6. STATUS:

- a. The HRA is a *universitas* with full legal status and capable of owning movable or immovable property and acquiring rights and obligations in its own name and of suing and being sued in its own name.
- b. The HRA shall not carry on any business for gain.
- c. No member of the HRA shall be liable for any debts or obligations of the HRA.

#### 7. MANAGEMENT AND CONTROL:

- a. Management and control of the HRA is vested in an Executive Committee, hereinafter called "the Committee", which Committee shall have full power to take whatever steps it considers necessary in pursuance of the goals of the Association, as outlined in clause 3 above. The Committee shall consist of not more than 12 (twelve) members.
- b. The Committee shall elect a Chairman, a Vice-Chairman and a Treasurer from its members to serve until the next AGM. The election of a Vice-Chairman shall be at the discretion of the Committee.

- c. The Committee shall appoint a Secretary for the HRA on terms mutually agreed to from time to time.
- d. The Committee may appoint a member or members to fill any vacancy on the Committee that may occur during the year. Such appointments shall only be until the next AGM.
- e. The Committee may co-opt members and/or appoint sub-committees of members for specific duties or to make specialist contributions, for such a period as the Committee may decide, but for a period not longer than until the next AGM.
- f. The Committee shall decide on investing the funds of the HRA. All drawings on account shall be signed for by the Treasurer and, if so decided by the Committee, one or more other signing officers. If the Treasurer is not available, drawings shall be signed for by at least two authorized signing officers. The Treasurer shall submit monthly statements of receipts and payments to the Committee. Annual financial statements shall be drawn by the Treasurer and separately checked and signed by both the Chairperson and Vice-Chairperson, who shall vouch that to the best of their knowledge and belief, they fairly present the financial position of the HRA and the results of its operations for the year then ended.
- g. The Committee receives and considers members' suggestions and complaints.
- h. The Committee may appoint members to represent it at meetings or functions of other institutions.

8. COMMITTEE MEETINGS:

- a. The Committee meets at least once per month to transact the business of the HRA.
- b. Special meetings of the Committee may be called by the Chairman or on request of at least three Committee members.
- c. Fifty percent of Committee members shall form a quorum.
- d. A Committee member who absents himself from three consecutive Committee meetings without apology shall cease to be a member of the Committee.

9. RULES:

The Committee may, with the approval of two-thirds of its members present, make rules of procedure.

10. DUTIES AND POWERS OF THE CHAIRMAN:

- a. The Chairman shall, at meetings, have a deliberative vote and, in the event of an equality of votes, may exercise a casting vote.
- b. In the event of the absence of both the Chairman and the Vice-Chairman from a meeting, the meeting must appoint a Chairman for that meeting only.

11. ELECTION OF COMMITTEE MEMBERS:

- a. Committee members are elected at an AGM to serve for two years on the Committee.
- b. Retiring members, otherwise qualified, may offer themselves for re-election for a further term of two years.
- c. Candidates for election to the Committee must be nominated in writing, signed by a proposer and a seconder. Candidates must accept nomination in writing. The written nominations with the acceptance are to be lodged with the Secretary ten days before the date of the AGM.
- d. No Councillor or employee of the Local Authority may be appointed or elected to the Committee.
- e. If more nominations are submitted than existing vacancies, an election shall be held by ballot.
- f. A committee member, who by reason of having submitted or been awarded a tender for consulting with, or contracting to the municipality, receives or expects to receive some benefit or remuneration from the municipality (except for Ward Committee re-imbursments), shall notify the committee of such conflict of interest and shall resign from the committee. When the conflict of interest situation no longer exists, the committee, on receiving notification, may at its discretion co-opt the member back on to the committee.

## 12. REPRESENTATION OF THE HRA ON THE WARD COMMITTEE SYSTEM:

The Committee will nominate a committee member and a *secundus* to represent the HRA on each of the relevant Ward Committees.

## 13. FINANCIAL YEAR:

The financial year of the HRA starts on 1 January each year and ends on 31 December of the same year.

## 14. GENERAL MEETINGS:

### 14.a. Annual General Meetings (AGM's):

- i. The AGM of the HRA shall be held not later than 31 March each year, unless circumstances necessitate a change of date.
- ii. A notice of the date, time and place of the AGM, **or only a date, time and procedural instructions in the case of a virtual or email-based AGM**, together with an Agenda for the meeting and a copy of the Minutes of the previous AGM and of the Chairman's Report, shall be sent to all members at least twenty one (21) days prior to the meeting. The meeting may also be advertised in the press and/or in such other manner as the Committee deems fit.
- iii. Twenty five (25) members **either physically present or present at a virtual meeting or repondents to an email**, shall form a quorum at an AGM. If there is no quorum

the meeting cannot proceed and must, there and then, be postponed to a date at least one week hence when it will reconvene as a Postponed AGM.

- iv. The report by the Chairman and the annual financial statement for the past year shall be submitted for acceptance by the AGM.
- v. The annual financial statements, if accepted by the members attending the AGM, will not be submitted for audit; if not accepted, the members present shall appoint an auditor and the accounts shall be submitted to the appointed auditor for auditing.

14.b. Special General Meetings (SGM's):

- i. A SGM of members may be convened at any time by the Committee or by a request signed by at least twenty (20) members.
- ii. Notice of the date, time and place **or only a date and time and procedural instructions in the case of a virtual or email-based** SGM and of the specific business to be transacted, shall be given at least fourteen days (14) before the meeting, in such manner as the Committee deems adequate.
- iii. **Twenty-five (25) members either physically present or present at a virtual meeting or respondents to an email** shall form a quorum at an SGM. If there is no quorum the meeting cannot proceed and must, there and then, be postponed to a date at least one week hence when it will reconvene as a Postponed SGM.
- iv. Business transacted at an SGM shall be restricted to the business set out in the notice of the meeting.

14.c. Other General Meetings:

- i. The Committee shall arrange report back meetings and/or newsletters as and when deemed necessary.
- ii. Notice of such meetings shall be given to members in such manner, as the Committee deems reasonably adequate.
- iii. Those members **either physically present or present at a virtual meeting or respondents to an email** shall form a quorum.

14.d. Maintenance of a quorum during Annual and Special General Meetings:

Once an AGM or SGM has been found to have a quorum and the meeting has been commenced, **either physically or virtually or by email**, transaction of business may continue regardless of whether or not the specified number of members forming that quorum remains present.

15. POWER TO VOTE:

Only paid-up members of the HRA entitled to vote are allowed to vote at its meetings.

16. PROXY VOTE:

The name of a proxy must be submitted in writing and signed by the appointer or his duly authorized agent and shall be received at the office of the HRA not less than 48 (forty eight) hours prior to the meeting at which the person named proposes to vote.

#### 17. POSTAL VOTE:

No provision is made for postal voting.

#### 18. VIRTUAL MEETINGS:

In keeping with, and recognition of technological advancements, and the prevalence of the Covid-19 pandemic provision is made in clauses 14.a.ii, 14.a.iii, 14.b.ii, 14..b.iii, 14.c.iii, 14.d and 19 for virtual meetings to be held either virtually(online) or by email.

#### 19. POSTPONED GENERAL OR SPECIAL MEETINGS:

If no quorum of members is present after the lapse of ten minutes after the time appointed for a **physical or a virtual (online) meeting**, the meeting shall continue with the members present forming a quorum, and shall transact the business for which the meeting was originally called.

#### 20. AMENDMENT OF THE CONSTITUTION:

- a. Any member wishing to propose an amendment to the Constitution shall submit his/her proposal to the Secretary in writing by not later than 30 November. Such a proposal must be signed by at least two additional members.
- b. The Committee may submit proposals for amendments to the Constitution to the AGM or to an SGM convened for that purpose.
- c. No amendment to the Constitution shall be made without the consent of at least two-thirds of the members present at the AGM or at the SGM convened for that purpose.

#### 21. WINDING UP OR LIQUIDATION:

In the event of the winding-up or the liquidation of the HRA, all its assets shall be made available to one or more welfare organizations nominated by an SGM.

Amended July 2020