



CONSTITUTION OF THE FERNWOOD RESIDENTS' ASSOCIATION

1. PREAMBLE

The City of Cape Town is committed to fostering a mutually beneficial relationship between the citizens and local government authority to ensure efficient communication. Accordingly, the City will then recognise any association of 100 or more persons who support this aim and objective as representatives of their communities.

2. TITLE

The name of the ASSOCIATION shall be The Fernwood Residents' Association (hereinafter referred to as "the ASSOCIATION").

3. LEGAL STATUS OF THE ASSOCIATION

- 3.1. The ASSOCIATION is liable only for its own debts and any assistance granted to any person or body, whether corporate or un-incorporated, shall not render it liable for the debts of such person or body.
- 3.2. The ASSOCIATION shall be a Community Based Organization with perpetual succession, and shall be capable in law of suing and of being sued in its corporate name in any court of law in the Republic of South Africa, and of acquiring, holding and alienating movable and immovable property, and of performing all such acts as are necessary or incidental to the carrying out of its objectives and the performance of its functions and duties in terms of its Constitution.
- 3.3. The ASSOCIATION will have the power to raise such special funds as may be approved at an Annual General Meeting, or a Special General Meeting convened for this purpose
- 3.4. All processes of law, notices and the like shall be regarded as sufficiently served on the ASSOCIATION if served on the Chairperson personally.
- 3.5. No member shall be personally liable for any loss whatsoever suffered arising out of his or her duties as an Office Bearer, Portfolio Manager, or a member of the Management Committee of the ASSOCIATION (hereinafter referred to as MANCOM.)
- 3.6. The area of operation of the ASSOCIATION shall be the area depicted in the map (attached as Appendix A) and is bounded by Paradise Road/ Union Avenue, Riverside Road, Link Rd, Kirstenbosch Drive and Rhodes Avenue. It includes all properties in Upper Fernwood on the slopes of the mountain above Rhodes Avenue bordered by Conifer Street and Upper Paradise Road (hereinafter referred to as "the AREA"). .

4. GENERAL AIMS AND OBJECTIVES

- 4.1. To provide a forum for the exchange of views and information on relevant matters;
- 4.2. to promote and safeguard the interests of the owners and lessees of property in the AREA (hereinafter referred to as the COMMUNITY);



- 4.3. To represent the interests of the COMMUNITY in its relationship with the local authority.
- 4.4. To co-operate with other organisations on matters that are likely to further the objectives set out above.

5. SPECIFIC AIMS AND OBJECTIVES

- 5.1. The specific aim and objective of the Association is to promote and enhance the environment of The AREA in keeping with its present open and natural character.

6. MEMBERSHIP

- 6.1. Membership of the ASSOCIATION shall be open to every member of the COMMUNITY within the AREA over the age of 18 years.
- 6.2. An application for membership shall be made to the Designated Office Bearer of the Association in writing on a prescribed form for consideration by MANCOM.
- 6.3. MANCOM shall have the sole discretion to approve or reject an application for membership. If rejected the unsuccessful Applicant will have the right to request written reasons for refusal.
- 6.4. Immediately an application is approved, the, the name of the new member shall be entered into the register of members.

7. MEMBERSHIP FEES

- 7.1. Members shall pay a subscription fee as established or reviewed at an AGM by a majority of the members present.
- 7.2. Subscription fees shall be due and payable by a member on joining the ASSOCIATION, Thereafter subscriptions shall become payable annually in advance at the beginning of each financial year which runs from July to June.
- 7.3. No member shall be entitled to take part in or vote at any meeting including the AGM or propose or second any resolution or propose or second any candidate for membership whilst in arrear with his or her subscription or any other liability to the ASSOCIATION.

8. LIABILITY OF MEMBERS

- 8.1. The liability of each member shall be limited to his/her subscription and to any other debt owing by such member to the ASSOCIATION.

9. SUSPENSION AND EXPULSION

- 9.1. Any member who breaches the Code of Conduct, or refuses or neglects to carry out any resolution duly passed by MANCOM or who in the opinion of MANCOM gives the ASSOCIATION a bad name, may either be suspended by MANCOM for such period as it may determine, or may be expelled from the ASSOCIATION.
- 9.2. Written notice of suspension or expulsion shall be given to the member concerned.



10. VOTING

10.1. Members in good standing shall be allowed one vote at any general meeting of the Association.

10.2. Members have to be present in person to vote.

11. RESIGNATION / LAPSING OF MEMBERSHIP

11.1. A member may resign from the ASSOCIATION at any time without a refund of any membership moneys paid. Resignation does not affect the status of any financial liability of such member towards the ASSOCIATION.

11.2. A member whose membership fee is overdue for more than one financial year will forfeit his membership

12. MANAGEMENT

12.1. The ASSOCIATION shall be administered by a Management Committee (referred to as "MANCOM") consisting of no less than six and no more than twelve members elected annually at the AGM. These members are known as the OFFICE BEARERS of MANCOM.

12.2. At the first meeting of the newly elected MANCOM after the AGM it will elect from the OFFICE BEARERS the Chairperson, Deputy Chairperson, Secretary, and Treasurer of the ASSOCIATION. The remaining OFFICE BEARERS will function as PORTFOLIO MANAGERS.

12.3. MANCOM shall have the power and authority to

- act on behalf of the ASSOCIATION to receive annual subscriptions, donations, grants and all other revenues of the Association;
 - to open and operate an account or accounts with any registered financial institution and to draw and accept cheques and other negotiable instruments;
 - to invest any monies of the ASSOCIATION for any of its purposes or commitments;
 - to pay any person or organisation for services rendered or for goods and premises hired, or for necessary purchases made in pursuance of the objectives of the Association; and
 - make rules governing the procedure for conducting the affairs of the Association.
- MANCOM shall hold at least 6 meetings per annum.
 - NO person shall serve as an OFFICE BEARER on more than one Residents' Association that has been recognised by the Municipality of the City of Cape Town.

13. DUTIES OF OFFICE BEARERS

13.1. The Chairperson

The Chairperson, as leader of the ASSOCIATION, chairs all the ASSOCIATION's meetings and is its formal public representative

13.2. Deputy Chairperson

The Deputy Chairperson takes over the Chairperson's tasks and duties when the Chairperson is not there.



13.3. Treasurer

Receipts and Disbursements

The Treasurer shall keep a record of all monies that are received by the ASSOCIATION as well as the monies spent by the ASSOCIATION.

Assets and Membership

The Treasurer shall keep an inventory of the assets of the ASSOCIATION and a properly updated membership database.

Financial Reporting

The Treasurer shall prepare and present to each MANCOM meeting an Income and Expenditure Statement reflecting the ASSOCIATION's financial status as at a date not more than thirty (30) days before the meeting date.

- The Treasurer shall also prepare financial statements at the end of each financial year of the ASSOCIATION and present these to MANCOM for approval before their presentation to the next following AGM of the ASSOCIATION.

13.4. Secretary

- The Secretary is responsible for making sure that the ASSOCIATION's administration runs smoothly. The Secretary must keep proper records and minutes of all meetings as well as prepare and send out notices of all meetings of the ASSOCIATION.
- The Secretary is responsible for receiving all postal correspondence addressed to the ASSOCIATION and ensuring it is referred to the appropriate Office Bearer or Portfolio Manager for attention. This does not include the postal correspondence that Office Bearers or Portfolio Managers engage in as mandated in paragraph 12.5.
- The Secretary is also responsible to ensure that progress on matters referred to Office Bearers and Portfolio Managers is reported on at MANCOM meetings.
- The Secretary shall maintain records of both incoming and outgoing correspondence he/she deals with on behalf of the ASSOCIATION, to MANCOM requirements.
- The Secretary must ensure that the Councillor(s) for the Area is/are provided with a copy of the minutes of all the meetings of MANCOM and the ASSOCIATION and is/are given notice of such meetings in good time.
- **Portfolio Managers**

13.4.1. Portfolio Managers function as mandated by MANCOM.

14. ELIGIBILITY OF OFFICE BEARERS FOR RE-ELECTION

14.1. At every Annual General Meeting, the Chairperson, Deputy Chairperson, Secretary and Treasurer shall retire from office, but shall be eligible for re-election.

15. VACANCIES ON MANCOM

15.1. In the event of the death or incapacity of the Chairperson, the Deputy Chairperson shall become the Acting Chairperson.

15.2. The office of Deputy Chairperson shall be taken over by one of the other Office Bearers.



15.3. Casual vacancies on MANCOM may be filled by cooption by a MANCOM resolution.

16. MANCOM MEMBERS ABSENT WITHOUT LEAVE

16.1. Any member of MANCOM who is absent from more than two consecutive ordinary meetings of MANCOM without notice shall cease to be a member; provided that MANCOM may grant a member leave of absence from not more than three consecutive ordinary meetings of MANCOM. The vacancy may then be filled by MANCOM.

17. REGULATION OF QUORUM AT MANCOM MEETINGS

17.1. MANCOM may meet together for the despatch of business, adjourn or otherwise regulate its meetings. A quorum shall be more than 50% of the total membership of MANCOM.

18. MINUTES OF MEETINGS

18.1. MANCOM shall ensure that the Secretary keeps minutes of all meetings. These minutes must be kept in a guard book and record the date and place of the meeting as well as details of all decisions or resolutions which were taken by MANCOM.

19. ANNUAL GENERAL MEETINGS (Herein referred to as AGM's)

19.1. The AGM of the ASSOCIATION shall be held during either August or September of each year.

19.2. The agenda for an AGM should include at least the following items:

- Confirmation of the Members of the ASSOCIATION present and in good standing
- Recording of Apologies for absence by members.
- Report by the Chairperson of the ASSOCIATION on activities and issues during the previous financial year.
- Report by each MANCOM member of his/her portfolio's activities during their year of office.
- Election of MANCOM members for the forthcoming year
- Consideration of any Resolution(s) proposed by members of the ASSOCIATION or MANCOM.
- General. (No resolutions binding on the ASSOCIATION may be taken from matters raised under this heading)

Not less than fourteen (14) days written notice of the day, hour and venue of the AGM shall be given to each member. Such notice shall be served either

- by delivery to the member's physical address within the AREA, or to the e-mail address as advised to the ASSOCIATION by the member; and/or
- by notice displayed publicly in the AREA; and/or
- in the local press.

Accidental failure to notify any member shall not invalidate the proceedings of the any AGM.



Notice of any resolution to be proposed at the AGM must be lodged with the Secretary at least twenty-one (21) days before the date fixed for the meeting. Such resolution shall either emanate from MANCOM or be signed and supported by not less than twenty (20) members of the Association in good standing.

- Copies of the financial accounts and report by the Chairperson of the ASSOCIATION must be available for inspection by the members and interested parties at the AGM.

20. SPECIAL GENERAL MEETINGS (Hereinafter referred to as SGM's)

- 20.1. MANCOM may at any time call a SGM of members by giving not less than fourteen (14) days notice in the same manner as for an AGM, specifying for what purpose the meeting is being called,
- 20.2. MANCOM shall in like manner call a SGM upon receipt of a requisition signed by twenty (20) members of the ASSOCIATION in good standing, specifying the purpose for which such meeting is to be called.
- 20.3. Subject to the powers of MANCOM, no business other than that specified in the notice convening a SGM shall be transacted at such. Meeting.

21. QUORUM AT GENERAL MEETINGS

- 21.1. A quorum for an AGM or a SGM called by MANCOM shall be twenty (20) members. If there is no quorum within fifteen (15) minutes after the time fixed for the meeting, it will be postponed to the same day and hour of the following week and at such adjourned meeting the members present shall be deemed to be a quorum for the transaction of all business of the meeting.
- 21.2. In the case of a SGM called by requisition of members, if no quorum of twenty (20) members is present within 15 minutes after the time fixed for the meeting, it shall be indefinitely dissolved.

22. VOTING AT ALL MEETINGS

- 22.1. Every question submitted to a meeting shall be decided by a show of hands, except where a majority of members call for a ballot. The Chairperson shall have a second or casting vote when the number of votes cast for and against is equal.

23. FINANCES

- 23.1. MANCOM shall ensure that all funds of the ASSOCIATION are deposited into a bank account in the name of the ASSOCIATION.
- 23.2. MANCOM shall elect from its members four (4) authorised signatories to approve the ASSOCIATION's financial transactions. Any financial transaction shall require two of the four authorised signatories, one of whom must be either the Chairperson or the Treasurer.

24. CODE OF CONDUCT

- 24.1. The Code of Conduct shall be binding on all members and office bearers of the ASSOCIATION.



24.2. The following Rules of Conduct shall be observed:

- Members must at all times conduct themselves at meetings in a dignified and orderly manner. Any member who persists in conducting himself/herself inappropriately must leave the meeting immediately when so ordered by the Chairperson,
- All members and/or Office Bearers shall comply with the aims and objectives and the Constitution of the ASSOCIATION.
- No member and/or office bearer of the ASSOCIATION shall conduct himself/herself in such a way as to bring the ASSOCIATION into disrepute.
- No member and/or office bearer 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.
- No member and/or office bearer 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.
- No member and/or office bearer shall use the office facilities and/or equipment of the ASSOCIATION for his or her personal use.
- No member and/or office bearer of the ASSOCIATION will be allowed to carry or display firearms or weapons at any meeting.
- No member or other person or organisation may act or claim to act on behalf of the ASSOCIATION without a prior, specific mandate or instruction, in writing, to do so from the ASSOCIATION. Such mandate or instruction shall be authorised by the Chairperson of the ASSOCIATION.

25. ALTERATION OF CONSTITUTION AND CODE OF CONDUCT

25.1. This Constitution and the Code of Conduct of the ASSOCIATION may only be amended by the ASSOCIATION at an AGM or SGM by a $\frac{2}{3}$ majority of members in good standing present at the meeting.

26. AMALGAMATION AND DISSOLUTION

26.1. The ASSOCIATION may enter into partnership or amalgamate with any entity or ASSOCIATION with the same or similar objects. 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; provided, however, 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 20% of members eligible to vote shall be present at any such meeting.

26.2. If at any meeting properly called, as aforesaid, the requisite number of members shall fail to attend, then the meeting shall stand adjourned to the same time and place in the next following week. Special notice of the adjourned meeting shall be given by the Secretary and at such adjourned meeting any member or members present shall be deemed to be a quorum and shall have full power to act.



26.3. If upon dissolution of the ASSOCIATION, there remain any assets whatsoever after the satisfaction of all its debts, liabilities and obligations, such assets shall not be paid to or distributed among its members, but shall be given to a similar public organisation operating in the Area.

CHAIRPERSON

GENERAL SECRETARY

Date:

Date:

PLACE WHERE THIS CONSTITUTION WAS ADOPTED:

DATE ON WHICH THIS CONSTITUTION WAS ADOPTED:

Fernwood

Revised 4 June 1999

