

Bathurst Residents and Ratepayers Association

**Constitution of the
Bathurst Residents' and Ratepayers' Association
(Also known as BRRRA) and herein referred to as
"The Association"**

This Constitution was adopted, without amendment, unanimously at the BRRRA Annual General Meeting held on 28 August 2021.

This Constitution was amended to include Juristic Persons at the BRRRA Annual General Meeting held on 18 July 2023.

1. PREAMBLE

Recent history, locally and nationally, makes it clear that in many cases the state, through its agencies, is unable to deliver services at the anticipated levels. Therefore, we wish to establish an association of ratepayers, *and* residents within Bathurst, in order to ensure that our interests are advanced whilst ensuring that the rule of law and municipal and other services are maintained and developed. Also, that a balance between economic activity and village life is maintained and *fairly and* reasonably accessible to all, *in so doing ensuring that the nature of Bathurst as a rural village is preserved and enhanced.*

2. NAME, DOMICILIUM AND AREA OF OPERATION

- 2.1. The name of the Association shall be the Bathurst Residents and Ratepayers Association.
- 2.2. The domicilium of the Association shall be located in Bathurst Ward 5 or Ward 6 at such physical address as the Executive Committee may from time to time determine.
- 2.3. The area of operation shall be the area currently described as Ward 5 and Ward 6 and as described in Annexures A and B and such other areas as may apply to become part of the association and which are approved of by the Executive Committee from time to time, provided that any such area does not fall within the area of any other ratepayers' association or similar organisation.

3. DEFINITIONS

In this constitution, unless the context otherwise requires, the following definitions shall apply:

- 3.1. The 'Accounting Officer' means any person who would be recognised as such in terms of the Close Corporations Act.
- 3.2. The 'Association' means the Bathurst Residents and Ratepayers Association.

- 3.3. The 'Executive Committee' means the Executive Committee elected by the members of the Association as provided for in this constitution.
- 3.4. The 'Financial Year' means the period *of 12 months* commencing on 1 September.
- 3.5. 'Financial Statements' means a balance sheet and an income and expenditure statement prepared in conformity with generally accepted accounting practice as at the year end of the Association.
- 3.6. 'Fixed Property' means any immovable property situated within the area of operation of the Association which is rateable by the Ndlambe Municipality.
- 3.7. 'General Meeting' means a meeting at which all members are entitled to be present and vote and which has been convened in accordance with the constitution, and 'Annual General Meeting' and 'Special General Meeting' shall have corresponding meanings.
- 3.8. 'Member' means a member qualified in terms of clause 5 of this constitution.
- 3.9. 'Objectives' means an objective as defined in clause 3 of this constitution.
- 3.10. 'Office bearers' means the office bearers appointed in terms of clause 8 of this constitution.
- 3.11. 'Permanent Resident' means any person occupying any fixed property as a primary place of residence.

4. OBJECTIVES

The objectives of the Association are:

- 4.1. To *watch over*, promote and represent the interests of members, regarding the activities of local government and other spheres of government, including service delivery agencies within the area of operation of the Association.

- 4.2. To protect, maintain and improve the amenities of *Bathurst and its environs* for the benefit of all residents and visitors to the area.
- 4.3. To raise funds by subscription or any other lawful means in order to give effect to the objectives of the Association.
- 4.4. To form a liaison, and to deal with mutual matters of concern between the Association members, the *Ward Committees* and/or the Municipality of Ndlambe as well as other organs of government responsible for services to the community.
- 4.5. To collaborate with other ratepayers' associations or similar organisations in furthering any of the objectives set forth above.

5. CORPORATE BODY

- 5.1. The Association shall be a voluntary association constituted under South African law, capable of suing and being sued in its own name.
- 5.2. The Association shall be a non-profit organisation and its funds shall be applied solely towards achieving its objectives. All surpluses of revenue over expenditure shall be retained by the Association to be applied against future expenditure for that purpose.
- 5.3. The Association shall be a non-political organisation and shall not align itself to any political party. Any member of the Executive Committee shall resign his/her membership from either the political body or from his/her office on the Executive Committee should such a situation arise; this is to be done within 14 days of the conflict arising.

6. MEMBERSHIP

- 6.1. All natural persons owning fixed property and all permanent residents occupying fixed property within the area of operation of the Association may be eligible for membership.
- 6.2. Adult children living with one or other of their parents may be eligible for membership of the Association.

- 6.3. Proof of the foregoing status may be called for by the Executive Committee. The form of documentary proof will be at the discretion of the Executive Committee.
- 6.4. Membership is open to natural persons, be they tenants or permanent residents occupying fixed property within the area of operation of the Association. Juristic persons may *join the Association if they are ratepayers*.
- 6.5. All prospective members shall apply in writing and or via web-based application form. All applications shall be considered by the Executive Committee, whose decision shall be final.
- 6.6. All members shall be deemed to be bound by the provisions of this constitution.
- 6.7. The liability of any member shall be limited to any outstanding subscriptions and no member shall have any liability for payment of any of the debts of the Association.

7. SUBSCRIPTIONS

- 7.1. All membership subscriptions and other amounts payable to the Association shall be determined by the Executive committee from time to time and shall, unless otherwise determined, be payable annually in advance within 90 days of 1 September in any given year.
- 7.2. A member accepted to the Association after the commencement of any financial year shall pay a proportional amount within 90 days following notification of admission as a member.

8. TERMINATION OF MEMBERSHIP

Membership of the Association shall be terminated in any one of the following ways:

- 8.1. By the written resignation of any member submitted to the Association.
- 8.2. By the failure of a member to pay membership subscriptions or any other amounts owing to the Association within 90 days of due date.

- 8.3. By the death of any member who is a natural person, or by the sequestration of the estate of any person who is a natural person, *or by the liquidation of a business or other juristic person.* subject however, to the condition that should the legal representative of such natural person's estate elect to remain a member of the Association, the legal representative may do so subject to his/her complying with all provisions of this constitution relating to membership.
- 8.4. By the cessation of ownership or occupation of fixed property as referred to in clause 5.1 on the part of any member.

9. EXECUTIVE COMMITTEE AND OFFICE BEARERS OF THE ASSOCIATION

- 9.1. The Executive Committee shall consist of members, in good standing, of the Association elected by an open vote (i.e. not secret) at each annual general meeting, who shall remain in office until the closure of the next succeeding annual general meeting.
- 9.2. Nominations for election to the Executive Committee shall be made in writing and signed by the proposer and seconder (both of whom must be members, in good standing, of the Association); such nomination to be accepted in writing by the nominee. Any such nomination shall be received by the Association at least 48 hours preceding the time appointed for the commencement of the annual general meeting concerned. Nominations may also be made, seconded and orally accepted at the annual general meeting.
- 9.3. The Executive Committee shall consist of a minimum of three people (*Chair, Treasurer and Secretary*) and the maximum number shall be determined by the Executive Committee, from time to time, dependent on the number of portfolios as the Executive Committee may, in its sole discretion, determine.
- 9.4. The Executive Committee may at its sole discretion co-opt non-voting members onto the Executive Committee.

- 9.5. A quorum of the Executive Committee shall be three members. Failing the presence of a quorum the Chairperson shall adjourn the meeting by one week. Ideally the meeting should be held at the same venue and time as the meeting so postponed. If this is not possible, the meeting shall take place at a suitable date time and venue as determined by the Chairperson. At such second meeting any number of members present shall constitute a quorum.
- 9.6. In the event that the Chairperson is unable to attend any meeting, the members of the Executive Committee present shall then appoint a Chairperson, solely for such meeting, from amongst their number.
- 9.7. Any vacancy on the Executive Committee may be filled by co-opting such members as the Executive Committee may decide.
- 9.8. Decisions of the Executive Committee shall be determined by consensus and only when consensus cannot be reached, then by a simple majority vote. In the event of a tied vote, the Chairperson shall have a casting vote in addition to a deliberative vote.
- 9.9. Subject to any law requiring otherwise, the deliberations of the committee, or any other matter reasonably determined so by the Chairperson, must be treated as strictly confidential by all present and only actual decisions may be minuted. Minutes shall be circulated to the Executive Committee within a reasonable period and shall be published and made available to the members at the same time.

10. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The powers and duties of the Executive Committee shall be as follows:

- 10.1. To generally give effect to and carry out the objectives of the Association and any decision by the members passed at a general meeting.
- 10.2. To determine all business that requires to be considered at any general meeting of the members.

- 10.3. To ensure the preparation of the financial statements of the Association for submission to the members at any annual general meeting.
- 10.4. To appoint an independent accounting officer to the Association who shall prepare and authorise the financial statements.
- 10.5. To open and operate an account or accounts with any registered bank, subject to all banking documentation, whether electronic or otherwise, for the operation of such accounts being approved by two members of the Executive Committee, one of whom shall be either the Chairperson or the Treasurer.
- 10.6. To invest any funds not immediately required for the purposes of the Association in financial institutions as defined in section 1 of the Financial Services Board Act 1990; and to re-invest the income from such investments from time to time.
- 10.7. To dispose of or otherwise deal with any of the Association's assets.
- 10.8. To engage and dismiss staff and to determine conditions of service of such staff.
- 10.9. To contract specialist advisers with regard to any aspect of the business of the Association.
- 10.10. To settle the debts and other obligations of the Association.
- 10.11. To take any action required, including legal proceedings, to defend the Association against any claim made against it or to enforce any right which it may have.
- 10.12. If the Association provides funds to another Association or other entity contemplated in paragraph (b)(ii) of the definition of a public benefit organisation in the Income Tax Act, no.58 of 1962, as amended from time to time, it shall take reasonable steps to ensure that such funds are utilised for the purpose for which they have been provided.

- 10.13. To do all other things required to transact the business of the Association or advance its interests with due regard being had to the Association's objectives.
- 10.14. To take action pursuant to a judgement of any court as may be required.
- 10.15. To keep records of all matters dealt with in terms of clause 9, as well as minutes of all decisions on matters properly put before it at any of its meetings. Such records and minutes shall be made available for inspection by any paid-up member on reasonable notice.
- 10.16. The Association may not carry on any business undertaking or trading activity otherwise than to the extent that it conforms to section 30(3)(b)(iv) of the Income Tax Act, 58 of 1962.
- 10.17. No funds shall be distributed to any person (other than in the course of undertaking any public benefit activity).
- 10.18. No donation shall be accepted save in terms of section 30(3)(b)(iv) of the Income Tax Act, 58 of 1962.
- 10.19. No remuneration shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 10.20. The Chairperson of the Executive Committee or his/her nominee shall be the representative of the Association at Ward Committee meetings.

11. LIMITATION OF LIABILITY AND INDEMNITY

- 11.1. No member of the Executive Committee or any other committee shall be liable to the Association or any of its members for any loss or damage flowing from any act or omission unless the same was caused in bad faith or by gross negligence.

11.2. The Association shall indemnify and hold harmless any Executive Committee or any other committee member in respect of any loss or damage flowing from any authorised act or omission on the part of such member carried out in the course and scope of his/her activities as a committee member unless the same was caused in bad faith or by gross negligence.

12. MEETINGS OF THE EXECUTIVE COMMITTEE

12.1. Ordinary meetings of the Executive Committee shall be held *as necessary* on such dates and at such times as its members may agree on from time to time or as the Chairperson may determine. Special meetings of the committee may be convened with not less than 48 hours' notice to consider any urgent matter upon the request of the Chairperson or any other two members of the committee; those present *at such special meeting* shall be deemed to be a quorum.

12.2. Minutes of all meetings of the Executive Committee shall be maintained in accordance with good practice and be confirmed at the next succeeding meeting of the Executive Committee.

13. DISQUALIFICATION, RESIGNATION OR REMOVAL FROM OFFICE OF EXECUTIVE COMMITTEE MEMBERS

Any of the following persons shall be disqualified from being appointed as a member of the Executive Committee, namely:

13.1. An un-rehabilitated insolvent.

13.2. Any person removed from an office of trust on account of misconduct

13.3. Any person who has at any time been convicted (whether in the Republic of South Africa or elsewhere) of theft, fraud, forgery or uttering a forged document, perjury, an offence under the Prevention of Corruption Act, no 6 of 1958, or any offence involving dishonesty.

13.4. Any person who is disqualified from being appointed or acting as director of a company in terms of the Companies Act, no 61 of 1973.

- 13.5. A minor or any person under legal disability (e.g. under curatorship).
- 13.6. Any person appointed to hold any political office, whether at local, provincial or national level.
- 13.7. A committee member and/or his/her alternate shall cease to hold office if:
- 13.7.1. He/She becomes a disqualified person in terms of the provisions above.
- 13.7.2. He/She submits his resignation in writing.
- 13.7.3. He/She ceases to own or occupy any fixed property as defined in this constitution.
- 13.7.4. He/She fails to attend any two consecutive meetings of the Executive Committee or any other committee without good cause being shown.

14. COSTS AND EXPENSES OF COMMITTEE MEMBERS

- 14.1. No committee member shall be entitled to any remuneration for any services rendered to the Association in discharging his/her duties as a committee member.
- 14.2. Any costs reasonably incurred by a committee member in discharging his duties shall be refundable to such member upon prior approval by the Executive Committee and/or in accordance with any rule, guideline or procedure the Association may make, and dependent on the funds available for such purposes.

15. MEETINGS OF THE ASSOCIATION

- 15.1. An Annual General Meeting of the Association shall be held within 90 days of each financial year end. *Twenty-one days'* notice of such a meeting shall be given to each member, such notice being deemed to have been received by any member within seven days from date of posting or within 24 hours from the time of being transmitted electronically by way of email, or *other appropriate electronic means*.

15.2. A Special General Meeting may be requisitioned in writing by no less than 15 per cent of paid-up members or by the Executive Committee. Such meetings shall be held at a time and place determined by the Executive Committee subject to 14 days' notice thereof being given to each member in accordance with the provisions above.

16. MOTIONS AT GENERAL MEETINGS

16.1. Any motion to be moved by any member at any annual or special general meeting shall be given in writing and delivered to the Association at least 21 days prior to the date of the relevant meeting. Any such motion shall be signed by two members as proposer and seconder. The Association shall forward a copy of such motion to members together with notice of such meeting or as soon as possible thereafter.

16.2. General Meetings may determine and resolve to adopt policies, procedures, systems and guidelines intended to ease the decisions and operations of the Executive Committee and other committees.

16.3. Notwithstanding the provisions above, any urgent motion may be moved from the floor by any member provided that such motion shall have been duly seconded and subsequently supported by a majority of 51% of the members present.

17. QUORUM AT A GENERAL MEETING

17.1. A quorum at any general meeting shall consist of 10% of eligible members present, or alternatively five eligible members present, whichever is the greater. Failing the presence of such a quorum the meeting shall be adjourned for one week to a place and time as the Chairperson shall direct. Any number of members present in person shall then constitute a quorum.

18. PROXIES AT GENERAL MEETINGS AND ABSENTEE VOTES

- 18.1. Decision-making shall be achieved primarily through consensus; therefore, members are encouraged to attend and actively participate in decision making activities at general meetings, as such, voting shall take place only as a last resort.
- 18.2. Proxy voting will not be allowed; however, members may register an absentee vote, with the Secretary. The Executive Committee shall determine the manner in which absentee votes will be administered from time to time and as the need arises. This may mean the use of email, remote attendance via the use of the internet or other approach to ensure that the members' rights are not adversely affected.

19. PROCEEDINGS AND VOTING AT GENERAL MEETINGS

- 19.1. The agenda for any annual general meeting shall be determined by the Executive Committee and shall include provision for discussion and approval of the annual report and financial statements, the election of members of the Executive Committee and all motions properly put before the meeting.
- 19.2. The agenda for any special general meeting shall be determined by the Executive Committee and shall include all motions properly put before the meeting.
- 19.3. The Chairperson of the Executive Committee shall be Chairperson of any general meeting.
- 19.4. In the absence of the Chairperson of the Executive Committee, a general meeting shall be chaired by any other member of the Executive Committee nominated thereto by the Executive Committee.
- 19.5. Save as provided for in this constitution, decisions at any general meeting, shall in the first instance be reached by consensus. If after reasonable discussion consensus cannot be reached, decisions shall be taken by a simple majority vote. In the event of a tied vote the Chairperson shall have a casting vote in addition to a deliberative vote.

20. AMENDMENT OF CONSTITUTION

20.1. Any provision of this constitution may be amended at a general meeting by way of a special resolution passed by a two-thirds majority of all members present and entitled to vote at such a meeting.

21. WINDING UP

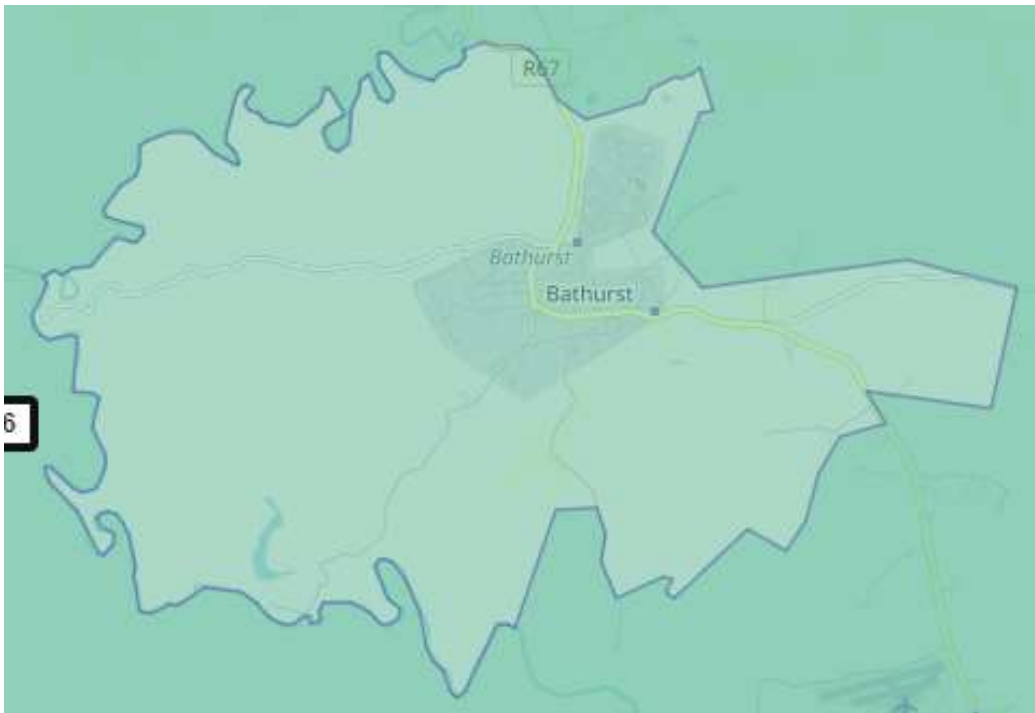
21.1. The Association may be dissolved by special resolution, passed by not less than 66% of all members, failing which, by 51% of the members in attendance at the meeting. Such a meeting of the Association shall be specifically called for and may not consider any other business.

21.2. On dissolution, the net assets of the Association may be realised for cash and such assets or cash shall by resolution passed at a general meeting of members of the Association, either be transferred or paid over either to a non-profit organisation which has similar aims and objectives as this Association or to a non-profit charitable organisation operating in the area of operation.

22. EFFECTIVE DATE

22.1. This constitution shall come into effect on the date upon which it is adopted by the members of the Association, which date shall be deemed to be the effective date.

Annexure A: Ward 5



Annexure B: Ward 6

