

CONSTITUTION OF THE NORWOOD OAKLANDS RESIDENTS' ASSOCIATION

1. NAME

The name of the Association shall be the Norwood Oaklands Residents' Association ("the Association").

2. ADDRESS

The address of the Association to which all communications shall be sent and payments made shall be the address of the Secretary.

3. DEFINITIONS

The "Area": the suburbs of Norwood, Orchards, The Gardens, Cheltondale and Oaklands, and such other suburbs or districts as may be admitted to the Association by the Executive Committee in its sole discretion.

The "Executive Committee": the committee referred to in section 7.

"Financial Year": the financial year of the Association ending February 28.

"Member": a person whose name is recorded in the register of Members referred to in 6.7.

"Year": a calendar year.

4. OBJECTS

4.1. The objects of the Association shall be:

- 4.1.1. to promote and protect the quality of life of residents of the Area as defined; and
- 4.1.2. to promote, protect and foster the collective interests of all Members and all residents, property owners, and businesses in the Area;

4.2. These objects will be practically achieved by:

- 4.2.1. Taking note of town planning, roads and infrastructure planning, outdoor advertising and other applications that may derogate from the amenity of the Area, and objecting and taking other action against these as is necessary;
- 4.2.2. Reporting illegal building activity;
- 4.2.3. Providing comment to the Gauteng Provincial Heritage Resources Authority on applications for alterations, additions or demolitions to properties, as defined in the National Heritage Resources Act;
- 4.2.4. Championing public open space in the Area, by means of maintenance, beautification, activism and activations;
- 4.2.5. Promoting the Area through social media, print media, tours and events;
- 4.2.6. Representing the Area in engagements with agencies of the City of Johannesburg;
- 4.2.7. Working with political representatives of the area to solve neighbourhood issues; and
- 4.2.8. Fostering relationships with other organisations for the good of the Area.

5. APPLICATION OF FUNDS

5.1. All funds accruing to the Association shall be applied in the implementation of its objects.

6. MEMBERSHIP

- 6.1. Any person who is eighteen years of age or more and is an owner or occupier of land or buildings in the Area shall be entitled to be registered as a Member of the Association.
- 6.2. Any Body Corporate representing the owners or occupiers of any Sectional Title Developments in the Area, provided that this clause shall not prevent an individual owner or occupier of such Sectional Title Developments from becoming a Member under clause 6.1 should that individual so elect, shall be entitled to be registered as a Member of the Association.
- 6.3. Any business based and operative on land or buildings in that portion of the Area zoned for commercial use shall be entitled to be registered as a Business Member of the Association.
- 6.4. Members shall be entitled to register as a Member of the Association by providing their full name and address, accompanied by payment of the relevant annual subscription as determined in terms of clause 6.6.
- 6.5. A person or body registered as a Member shall be a Member of the Association for so long as they pay the annual subscription referred to in 6.6.
- 6.6. The annual subscription to secure Membership of the Association for any year shall be such amount as may be determined from time to time by the Executive Committee for each category of Membership.
- 6.7. The Association shall cause to be kept a register of Members in which there shall be recorded the names and addresses of all persons referred to in 6.1, 6.2 and 6.3.
- 6.8. Annual subscriptions shall be payable in advance on or before the last day of the financial year. A Member whose annual subscription is not received by the Association before that date shall ipso facto cease to be a Member with effect from the day following that date but will automatically be reinstated as a Member with effect from the date of receipt by the Association of the annual subscription.

7. EXECUTIVE COMMITTEE

- 7.1. The Association shall be administered by a committee which shall consist of not more than ten and not less than five Members, elected at an Annual General Meeting.
- 7.2. At its first meeting after each Annual General Meeting, the Executive Committee shall elect from its number a Chairman, a Vice-Chairman, a Secretary and a Treasurer who shall hold office as such until the following Annual General Meeting.
- 7.3. The Councillors representing the Area shall be ex officio members of the committee, and shall attend committee meetings.
- 7.4. The Members of the Executive Committee shall have power at any time and from time to time to appoint a Member as a Member of the Executive Committee, either to fill a casual vacancy or as an addition to their number but so that the total number of Members of the Executive Committee shall not at any time exceed ten in number. Any person appointed to fill a casual vacancy or as an additional Member of the Executive Committee shall retain office only until the next following Annual General Meeting and shall then retire but will be eligible for re-election.
- 7.5. The Members of the Executive Committee may appoint sub-committees from among their number and fix the quorum thereof which shall not be less than two and may delegate any of their powers or authorities to any such sub-committee and may make rules for regulating the proceedings thereof. The Chairman shall be an ex officio Member of all committees appointed in terms of this clause. Any such committee shall be entitled to co-opt such

person or persons not exceeding two in number as it may think fit from among Members of the Association.

- 7.6. Nominations for Membership of the Executive Committee shall be submitted in writing to the Secretary at least one week prior to the Annual General Meeting, provided that the Chairman of such Annual General Meeting shall be entitled, in the event that insufficient written nominations are received, to accept nominations from the floor.
 - 7.6.1. Each nomination for Membership of the Executive Committee shall be proposed and seconded by Members in good standing and accompanied by written consent of the nominee.
 - 7.6.2. If more written nominations are received than there are vacancies to be filled, an election by ballot will take place at which each Member shall be entitled to only one vote for each vacancy to be filled. In the event of a tie in the voting, a further ballot shall be held. Any further tie shall be decided by lot.
 - 7.6.3. If the number of persons nominated for Membership is equal to the number of vacancies, the Chairman of the Annual General Meeting shall declare each such nominee duly elected to the Executive Committee.
- 7.7. No Member shall hold the office of Chairman for a term exceeding 4 (four) consecutive years. He or she shall be eligible for re-election only if he or she has vacated office for a period of 1 (one) year.
- 7.8. Committee members perform their duties on a voluntary basis and shall not be remunerated for their services.
- 7.9. The Executive Committee shall meet at least 8 (eight) times per annum.

8. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 8.1. The management and control of the Association shall be vested in the Members of the Executive Committee who shall be entitled to act on behalf of the Association in all matters pertaining to the implementation of its objects: provided that the exercise of such management and control shall not be carried out in a manner inconsistent with or contrary to any resolution passed at any general meeting of the Association but no resolution passed in general meeting shall invalidate any prior act of Members of the Executive Committee which would have been valid if such resolution had not been passed.
- 8.2. The Members of the Executive Committee shall cause to be kept proper and adequate books of account relative to the business and affairs of the Association, minute books wherein shall be recorded, inter alia, the names of all Members of the Executive Committee present at each meeting thereof or of any committee appointed in terms of 7.4 and all resolutions of general meetings of the Association.
- 8.3. Any minute of any meeting of Members of the Executive Committee or of any sub-committee thereof or of any general meeting, if signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting of Members of the Executive Committee or general meeting of Members, as the case may be, and any extract from such minutes, if signed by the Chairman or any Member of the Executive Committee and the Secretary, shall be receivable as evidence of matters stated in such minute or extract.
- 8.4. The Chairman of the Executive Committee shall formally report to Members of the Association at the Annual General Meeting on the activities of the Executive Committee during the preceding year.

9. STATEMENTS AND PROJECTS

- 9.1. Statements to Members of the press or to any third party in respect of the business and affairs of the Association may only be made by the Chairman or a person designated the Chairman. No Member, other than a Member of the Executive Committee, duly authorised as aforesaid, shall have power or authority to bind the Association in any way whatsoever or to undertake any project on its behalf.

10. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 10.1. The Members of the Executive Committee may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary to transact business at any meeting shall be five. If no quorum is present, the meeting shall be rescheduled. Should a quorum not be present at the rescheduled meeting, the meeting shall be allowed to proceed.
- 10.2. Meetings of the Executive Committee shall be convened by the Secretary on the request of the Chairman to do so by giving to each Member of the Executive Committee not less than seven clear days' notice of such meeting.
- 10.3. Questions at a meeting of the Members of the Executive Committee shall be decided by a majority of votes. Each Member shall have a vote and the Chairman shall have both a deliberative vote and a casting vote. If at any duly convened meeting of the Executive Committee the Chairman is not present within five minutes of the commencement thereof, the Vice-Chairman shall act as Chairman: provided that if both the Chairman and Vice-Chairman are not present five minutes after the time for commencement of the meeting, the Members present shall elect a Chairman from amongst their number.

11. DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

A Member of the Executive Committee shall cease to hold office:

- 11.1. If he fails, without reasonable excuse, to carry out any duty allotted to him by the Executive Committee;
- 11.2. If he is absent from three consecutive meetings of the Executive Committee without leave of the Members of such committee; or
- 11.3. If he conducts himself in a manner detrimental to the interests of the Association;

and the Members of the Executive Committee resolve that he be disqualified from continuing in office.

12. GENERAL MEETINGS

- 12.1. An Annual General Meeting shall be held not later than two months after the end of each financial year and not more than fourteen months shall elapse between the date of one Annual General Meeting and the next.
- 12.2. An Annual General Meeting and a Special General Meeting referred to in 12.4 shall be called by not less than fourteen (14) clear days' notice in writing despatched to all Members in good standing at the time: provided that a meeting of the Association shall, notwithstanding the fact that it is called by shorter notice than that specified herein, be deemed to have been duly called if it is so agreed by a majority in number

of the Members present holding not less than ninety-five per cent (95%) of the total voting rights of all the Members. The period of notice shall be reckoned exclusively of the day on which it is despatched and of the day for which it is given and shall specify the place, the day and the hour of the meeting.

- 12.3. The business of an Annual General Meeting shall be:
 - 12.3.1. to receive and consider the financial statements and the chairman's report for the preceding year;
 - 12.3.2. to elect Members of the Executive Committee; and
 - 12.3.3. to consider any other matter of which due notice has been given in the notice convening the meeting.
 - 12.3.4. In addition, any motion or question concerning the objects of the Association or its administration by the Executive Committee, duly proposed and seconded, shall also be considered.
- 12.4. Upon a request addressed to the Chairman of the Executive Committee and signed by not less than thirty Members in good standing, the members of the Executive Committee shall call a Special General Meeting to be held not later than two months from the date of receipt of the requisition. The Chairman of the Executive Committee shall also have the right to call a Special General Meeting for any reason he sees fit. The notice of such meeting shall specify the nature of the business to be conducted thereat and no other business shall be considered at such meeting. If the Secretary shall fail to call the meeting within the period aforesaid, then the Members who signed the requisition may themselves do so by giving to all Members the same required notice in writing.
- 12.5. The quorum for an Annual General Meeting shall be twenty Members and for a Special General Meeting thirty Members.
- 12.6. The Chairman, or in his absence the Vice-chairman of the Executive Committee shall take the chair at every Annual General Meeting or Special General Meeting but if the Chairman or Vice-Chairman is not present at the time appointed for the holding thereof the Members present shall choose another Member of the Executive Committee as Chairman: provided that if no Member of the Executive Committee is prepared to take the chair then the Members present shall choose one of their number to be Chairman.
- 12.7. All questions, motions and matters arising at or submitted to any Annual General Meeting or Special General Meeting shall be decided by a majority of the votes cast and shall, in the first instance, be decided by a show of hands. In the case of equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he is entitled as a Member.
- 12.8. At any general meeting, unless a poll is demanded by the Chairman or by not less than ten Members, a declaration by the Chairman that the resolution has been carried or carried by a majority or lost or not carried by a particular majority shall be final and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.
- 12.9. If a poll is demanded it shall be taken forthwith in such manner as the Chairman of the meeting directs. Scrutineers shall be elected to count the votes and to declare the result of the poll and their declaration, which shall be announced by the Chairman of the meeting, shall be deemed to be the resolution of the meeting on the question in respect of which the poll was demanded. In the case of any dispute as to the

admission or rejection of a vote, the Chairman of the meeting shall determine the same and such determination shall be final and conclusive.

12.10. The Chairman of an Annual General Meeting or Special General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any such adjournment other than the business left unfinished at the time when the meeting was adjourned.

12.11. If at any Annual General Meeting or Special General Meeting there is no quorum present at the time appointed for the meeting, the meeting shall stand adjourned to the same day, time and place fourteen days later when the Members present shall constitute a quorum and shall transact the business for which the meeting was convened.

13. FINANCE

13.1. All Membership subscriptions and all other funds received by the Association from whatsoever source shall be the property of the Association and shall be under the control of the Executive Committee who shall cause the same to be deposited in an interest bearing account in the name of the Association with a registered financial institution.

13.2. All bills of exchange, cheques, promissory notes and other instruments evidencing the financial commitment or obligation of the Association shall be signed on its behalf by any two together of the Chairman, vice-Chairman, secretary and treasurer of the Executive Committee.

14. PERSONAL LIABILITY

14.1. Neither the Members of the Association nor the Members of the Executive Committee or of any sub-committee thereof shall be personally liable for any obligation of the Association properly undertaken or incurred on the Association's behalf by the Members of the Executive Committee or such sub-committee in the honest and reasonable exercise of their powers and duties and the Members of the Executive Committee shall be entitled to apply the common fund of the Association to the discharge or settlement of any such obligation.

15. DISSOLUTION

15.1. The Association may be dissolved upon a resolution to that effect being passed by a majority of not less than three-quarters of the Members present at a Special General Meeting, duly convened by notice stating its purpose as being the dissolution of the Association and the disposal of its assets. At such meeting a financial statement to date shall be presented.

15.2. Any assets which remain after the satisfaction of the Association's debts and liabilities shall be remitted to a registered welfare or charitable organisation representing the interests of residents and businesses in the Area, and chosen by a majority of the Members present.

16. AMENDMENTS TO THE CONSTITUTION

16.1. Any amendments to this Constitution shall require the approval of a majority of two thirds of the Members present at a properly constituted Annual General Meeting or Special General Meeting.

16.2. This amended Constitution was adopted by the Executive Committee of the Association at a meeting held on xxxx and ratified at a Special General Meeting held on xxx