



# EDGEMEAD

## RESIDENTS ASSOCIATION

edgemoor.ra@gmail.com

### CONSTITUTION

#### 1. NAME

The name of the Association shall be “Edgemoor Residents Association”, and it is a legal entity distinct from its members.

#### 2. AIMS

The aims of the Association shall be:

- 2.1 To work in conjunction with local government for an efficient municipal administration of Edgemoor.
- 2.2 To work together with other bodies which promote the social, recreational, cultural, welfare, and other related matters that have the potential to benefit the residents of Edgemoor.
- 2.3 To stimulate public interest in civic affairs and to create pride of citizenship.
- 2.4 To advance and safeguard the interests of Edgemoor and to preserve its traditions and ideals.
- 2.5 To maintain contact with the community through the Association’s official publication “Edgemoor News”.
- 2.6 To always remain completely apolitical.
- 2.7 To have suitable candidates with integrity and good work ethics elected to the ERA.

#### 3. MEMBERSHIP

Qualifications: All residents of Edgemoor and owners of fixed property, eighteen (18) years or older, shall be eligible to be members of the Association. All members shall be subject to the provisions of the Constitution.

Freedom of association: Any resident who attends any meeting will by virtue of attendance be deemed to be a member of the association.

#### 4. COMMITTEE AND PROCEDURES

##### 4.1. Committee

- 4.1.1. The affairs of the Association shall be managed by a committee of residents of Edgemoor duly elected by vote of members present at an Annual General Meeting. The Committee shall, at its earliest convenience, elect an Executive of the Committee comprising a Chairman, Vice-Chairman, Treasurer, and Secretary. Until such election takes place, the existing Executive will remain in office.
- 4.1.2. 50% of the total number of committee members shall form a quorum at any meeting of the Committee.
- 4.1.3. The following persons shall not be eligible for election as members of the Committee:  
Any persons holding executive positions on any other residents/ratepayers association in the City of Cape Town;  
and  
Any former committee members who were dismissed as a result of a disciplinary hearing.
- 4.1.4. No member of the committee other than the Chairman shall make any public statements or publish any matters or cause any statements or publications to be made for or on behalf of the Association, unless duly authorised thereto in writing by the Committee.
- 4.1.5. Even the Chairman shall be circumspect in responding to any complaints without prior discussion with the committee, with the exception of everyday matters such as those usually discussed under “Day committee” e.g. potholes.
- 4.1.6. Any vacancy arising on the Committee may be filled by the Committee by co-opting additional members provided that 75% of currently serving members agree.
- 4.1.7. The elected Chairperson and Treasurer shall be entitled to serve in that capacity for a maximum term of two (2) consecutive years. Thereafter, a period of two (2) years should elapse before re-election of the same member to the same office may take place.

#### 4.2. Powers of the Committee

- 4.2.1. Without abdicating their responsibilities to such sub-committees, the Committee may establish sub-committees which may set up their own meeting procedures, and which must report to the Committee. The Convenor of any sub-committee shall be appointed by the Committee.
- 4.2.2. The Committee may invite any City Councillor(s) or any representative(s) of any other Local Authority, Body or any other person to attend any Committee meeting, or part of such meeting, in his/her capacity/capacities.

#### 4.3. Sub-committee

- 4.3.1. Any member of the Executive shall be ex officio a member of all Sub-committees.
- 4.3.2. One third of the membership of a Sub-committee shall constitute a quorum, provided that such quorum shall not be less than two (2) members.
- 4.3.3. Any Sub-committee shall have the powers to co-opt additional members. If the proposed co-opted member is not an Edgemoor resident, the appointment should first be sanctioned by the committee.

#### 4.4. Committee Meetings

- 4.4.1. The Committee shall meet once a month at such time and at such place as it shall decide.
- 4.4.2. The Chairman or in his absence the Vice-Chairman may, whenever he/she thinks fit, call a Special Committee Meeting, which can also be called on receipt by the secretary of a written requisition of at least one-third of the members of the Committee.
- 4.4.3. Any member failing to attend two (2) meetings without leave of absence or apology shall forfeit his/her office.
- 4.4.4. At Committee meetings the Chairman, or in his absence the Vice-Chairman, shall take the chair.
- 4.4.5. The Chairman shall, besides his/her deliberative vote, have a casting vote if there is an equality of votes. The chairman should always err on the side of caution when exercising his casting vote.
- 4.4.6. The Chairman shall be empowered to arrange the procedure and method of voting.
- 4.4.7. Minutes of the preceding meetings shall be securely kept, and a second copy shall be made available for public viewing in the Edgemoor Library.

#### 4.5. Code Of Conduct

- 4.5.1. No committee member shall dishonour or discredit any other member or members of the committee at any time.
- 4.5.2. All discussions and all statements made are to be entered into the minutes of such meeting, unless it is specifically requested that the matter not be recorded in the minutes.
- 4.5.3. Any statement subsequently proved to be untruthful shall lead to the member being subject to a disciplinary committee hearing.

### **5. GENERAL MEETINGS OF THE ASSOCIATION**

- 5.1. The Annual General Meeting of the Association shall be held before the first day of June each year. The business to be transacted at the Annual General Meeting shall be to:
  - 5.1.1. receive and consider the Chairperson's report with regard to the activities and events of the previous year;
  - 5.1.2. receive and consider the Treasurer's Report which should include the balance sheet and accounts to the last day of February of that year, and;
  - 5.1.3. to appoint a suitably qualified person to act as honorary auditor and to inspect the accounts for the forthcoming year;
  - 5.1.4. consider and if necessary take action with reference to any business or motion of which due notice has been given, provided that such business and motion be in accordance with clause 5.6;
  - 5.1.5. attend to any other business which falls within the committee's mandate and with which the committee is competent to deal.
- 5.2. A Special General Meeting may be convened at any time by the Committee. The Chairman or, in his/her absence the Vice-Chairman, shall call a Special General Meeting within twenty one days after receipt of a written requisition to do so signed by at least 50% of the Committee and/or at least thirty members of the Association. At all such meetings, only such business as is mentioned on the Agenda or requisition shall be dealt with provided it is not in conflict with the Constitution of the Association.
- 5.3. The Chairperson may, in the case of extreme urgency, call an Urgent Special General Meeting on such short notice as is appropriate to the urgency, subject to the Chairperson having the concurrence of the majority of the committee and/or thirty members for doing so. Only the urgent business requiring the calling of such a meeting may be conducted at such meeting.
- 5.4. Save in the case of an Urgent Special General Meeting, twenty eight days' notice of all meetings shall be given by clear notice on the ERA notice board at the Edgemoor Village Shopping Centre. All notices must state date, time and venue.

- 5.5. With the exception of an Urgent Special General Meeting, fourteen days' notice of the business to be conducted at them shall be given by clear notice on the ERA notice board at the Edgemoor Shopping Centre.
- 5.6. All notices of motion and of business to be specially transacted at Annual General Meetings and Ordinary General Meetings shall be lodged in writing with the Secretary at least fifteen days before the scheduled date of such meeting. Only members shall be allowed to propose matters for discussion at General Meetings.
- 5.7. The Chairman shall be responsible for determining the meeting agenda. However, the contents and order of the items on the agenda shall be open to debate by the committee. Where an item or the order of items is in question, a vote shall determine if an item should indeed exist on the agenda and/or its position on the agenda and this must be approved by 75% of the committee.
- 5.8. The procedure to be followed at General (i.e. public) Meetings shall be as follows:
  - 5.8.1. the Chairman, and in his/her absence the Vice-Chairman, shall chair the meeting;
  - 5.8.2. the Chairman shall have a casting as well as a deliberative vote at General Meetings;
  - 5.8.3. only members shall be allowed to vote at any General Meeting of the Association;
  - 5.8.4. the Chairman shall be empowered to arrange the process and method of voting for General Meetings, but must ensure a meaningful discussion of all motions placed on the agenda and attempt to secure decisions by consensus prior to calling for a vote;
  - 5.8.5. Twenty Five (25) members of the association entitled to vote shall form a quorum at General Meetings. Should no quorum be present, the meeting will be adjourned for thirty (30) minutes and the members then present will form a quorum; and
  - 5.8.6. minutes of the proceedings of General Meetings shall be kept in the Committee's minutes file and shall be available for inspection at the Edgemoor Library.

## **6. ELECTION AND REPLACEMENT OF COMMITTEE MEMBERS**

- 6.1. The Association's business shall be managed by the committee ("the Committee") comprising no more than eleven members and no fewer than five members.
- 6.2. The Committee members' term of office shall run from the end of each year's Annual General Meeting to the end of the subsequent year's Annual General Meeting.
- 6.3. Committee members shall be nominated and elected thus:
  - 6.3.1. by their name being put forward in writing by a member of the Association and seconded by a second member of the Association. Such nomination forms will be available on the ERA Website and are to be lodged in writing with the ERA Secretary within at least fifteen days prior to the scheduled date of the meeting.
  - 6.3.2. If less than eleven (11) nominations have been received, the Chairman will read out the names of the nominees and ask if there are any objections to such person being nominated. If not the member shall be elected to the committee.
  - 6.3.3. If an objection is raised with a suitable motivation as to why a nominee should not stand, the Chairperson shall ask for a show of hands to confirm the nominee. In the event that a majority of those present supports the nomination, that member shall be elected forthwith to the Committee; otherwise not;
  - 6.3.4. in the event that more than eleven members are nominated, the Chairperson must call for a ballot which shall be conducted in the following manner:
    - each nominee's name will be displayed on a board;
    - a suitably independent person shall be selected by the chairperson to perform the task of electoral officer;
    - each person present will be handed a ballot paper onto which to indicate the name/s of the nominees whom that member supports for election;
    - each member may vote for as many as eleven nominees, and as few as he or she wishes;
    - in the event that a ballot paper has more than eleven names it will be disregarded;
    - having called for the ballots, the Electoral Officer will consider each ballot and determine how many vote each nominee has received;
    - the eleven nominees with the highest votes will be elected as the Committee;
    - in the event that an equality of votes prevents the selection of the eleventh Committee member, those with the same number of votes will, under the supervision of the electoral officer, "draw straws" to determine who will be elected to the Committee.
- 6.4. The Committee may, during the course of a year of office, co-opt members of the Association to replace Committee members who for whatever reason are no longer able to serve, or to bring the number of members up to full complement, provided at least half of the elected members remain.

- 6.4.1. members who were nominated at the preceding Annual General Meeting, but not elected as the result of the draw of lots referred to above shall be co-opted first; and
- 6.4.2. at least half of the elected members remain (including those referred to in 6.4.1 above).
- 6.4.3. In the event that fewer than half the elected members remain (or those who were not elected following a drawing of lots, but were subsequently co-opted) then a Special General Meeting shall be called for the election of a new Committee, unless the next Annual General Meeting is less than three months away.

## **7. GOVERNANCE**

- 7.1. The Committee shall be elected at the Association's annual general meeting, as provided for elsewhere in this Constitution.
- 7.2. The quorum for meetings of the Committee shall be half the number of members of the Committee.
- 7.3. In managing the Association the Committee members shall ensure:
  - 7.3.1. that they meet once a month or as deemed necessary at such place and time in Edgemoor as the Chairperson determines;
  - 7.3.2. that they provide strategic direction to, and oversight of, the Association;
  - 7.3.3. that they act jointly and, where this constitution permits a decision of the Committee to be carried by a majority of the committee members voting in favour of it, ensure collectively that such vote is made only after all Committee members present have had a chance to express their views, and ensure that the minority respects the majority decision and does nothing by action or inaction to undermine it;
  - 7.3.4. that the resources of the Association are used in an effective, efficient, economical and transparent manner;
  - 7.3.5. that public participation is invited in matters where the committee wishes to make a donation to a good cause, with the final decision, after considering public input, residing with the committee by way of a vote;
  - 7.3.6. that proper minutes are kept of all resolutions passed by the Committee; and
  - 7.3.7. that appropriate and relevant information is communicated to the Association's members via Edgemoor News.
- 7.4. The office bearers shall fulfil the following respective roles:
  - 7.4.1. The Chairperson must:
    - ensure that meetings of the Committee are called and held regularly;
    - ensure the preparation of an agenda for each meeting of the Committee in which the Committee members are advised what issues will be discussed at the meeting and are given such information as is necessary for a meaningful discussion to ensue;
    - ensure that items on the agenda are listed in their order of importance so that more important matters are discussed first;
    - represent the Association in its dealings with the world at large.
  - 7.4.2. The Vice Chairperson must:
    - act in the Chairperson's stead when Chairperson is for whatever reason unable to do so.
  - 7.4.3. The Treasurer must:
    - manage and maintain control of the Association's assets, income, and expenditure;
    - report transparently to the Committee at each of its meetings with regard to his or her actions allowing sufficient time to answer questions;
    - take action on matters of concern highlighted by the committee and provide ongoing feedback until resolved in a satisfactory manner.
  - 7.4.4. The Secretary must:
    - ensure that Committee members receive the agenda sufficiently timeously that they may consider it properly prior to the meeting;
    - keep accurate and meaningful minutes of all meetings both Committee and General;
    - ensure that the minutes of the preceding meeting are attached to the agenda for the forthcoming meeting;
    - ensure that files with minutes of all meetings are maintained;
    - process correspondence and respond as required;
    - maintain the attendance register.
- 7.5. The Committee must ensure that each of the aforementioned office bearers performs their role, and that the chairperson is not permitted to assume the roles assigned to others.
- 7.6. At each meeting the order of business will commence with roll-call (and noting of absences and apologies) and the consideration of the minutes of the preceding meeting. Then the remainder of the agenda will be dealt with. Alterations to the minutes of the preceding meeting shall be noted in the minutes of the meeting at which those

minutes are considered and the minute of the preceding meeting must also be corrected in the minute file such that the minute file contains an accurate reflection of what transpired.

Meetings must be conducted by the person chairing them in such a manner that:

- 7.6.1.all who are present are afforded a fair opportunity to be heard, with no one person dominating;
- 7.6.2.sufficient time is allowed for the due consideration of each agenda item. The committee can at their discretion appoint a timekeeper and determine by majority vote what such time allocations shall be;
- 7.6.3.the meeting does not exceed a reasonable length of time.
- 7.7. The Committee shall strive to make decisions consensually. In the event that this is not possible they may decide by voting by a show of hands. A majority of votes of those present shall decide the matter in favour of those in the majority. In the event of an equality of votes the Chairperson shall have a casting vote.
- 7.8. The Committee's meetings shall not be confidential. Any member of the Association may attend the committee meeting without participating, attend and observe such meetings, and may upon request inspect the minutes.

## **8. MAINTENANCE OF INDEPENDENCE**

- 8.1. Committee members must not permit personal, occupational, political, financial or other extraneous considerations to affect their objectivity, judgment or ability to act in the best interests of the Association by causing a conflict of interests or crises of independence to arise. Without limiting the circumstances in which a conflict of interest would arise they would include any circumstance that may result in a personal, political or financial benefit to a Committee member or his family, business associates or friends or where a member's independence is for any reason compromised.
- 8.2. Where such a conflict of interest exists, or potentially exists, with respect to a specific issue the member who is, or is potentially, conflicted must disclose the conflict of interest or potential conflict of interest prior to the discussion of the issue with respect to which that conflict arises. This disclosure must be full, meaningful and accurate.
- 8.3. When such a disclosure is made, or when such a conflict of interest comes to the attention of the Committee, the Committee must decide whether the person whose interests are conflicted should be permitted to take part in the discussion of the issue to which the conflict relates. This must be determined by the committee in the presence of the potentially conflicted member, who may be heard on the issue.
- 8.4. If it is decided that the person in question must not take part in the discussion of the issue, that person will be excluded from that discussion and may be asked to leave the meeting while it is being discussed. As a matter of convenience to that member the Chairperson may change the order of items on the agenda to permit the issue to be considered last so that that member may be excused early.
- 8.5. Once a majority decision is reached by the committee whether or not to discipline such an individual, the decision is to be recorded in the minutes and corrective action as agreed upon are to be implemented within 14 days.

## **9. DISCLOSURE OF ACCEPTANCE OF BENEFITS**

Any benefit, however small and from any source, received by any member by virtue of their membership of the committee must be disclosed to the Committee and noted in the minutes.

## **10. REMOVAL OF COMMITTEE MEMBERS**

A Committee member's membership of the Committee shall cease upon:

- 10.1 the Committee member ceasing to be a member of the Association;
- 10.2 the Committee member resigning;
- 10.3 in the case of a committee member resigning the resignation is accepted as final, and such member can return to the committee only by way of the co-opting procedure or by vote at an Annual General Meeting.
- 10.4 being removed from any office of trust by any court of law, professional body or regulatory or statutory body. The Committee may, after affording the member in question a fair hearing, decide by way of a majority vote of committee members to remove that person from the Committee if the Committee member in question:
  - fails to comply with this Constitution in a material manner;
  - acts contrary to the objectives of the Association; and/or
  - brings the Association or the Committee into disrepute, whether intentionally or otherwise;

## **11. MANAGEMENT OF THE FUNDS OF THE ASSOCIATION**

The Association's funds shall be managed thus:

- 11.1 the Treasurer of the Association is authorized to open and conduct a banking account, and one other office

- bearer shall also be registered with such bank as a signatory;
- 11.2 all funds shall be deposited in an approved account with a recognised financial institution in the name of the Association;
  - 11.3 All withdrawals from the accounts of the Association shall first be authorised by the Committee;
  - 11.4 all accounts due for payment must first be authorised by the Committee;
  - 11.5 the accounts must be inspected by the suitably qualified person appointed as honorary auditor at the Annual General Meeting.

## **12. AMENDMENT TO THIS CONSTITUTION**

- 12.1 Alterations or additions to the Constitution may only be made by a two-thirds majority of members present and entitled to vote at a General Meeting of the Association.
- 12.2 Notice of the proposed alterations or additions to the Constitution of the Association must be given by a member in writing to the Secretary at least twenty one (21) days before such Meeting.
- 12.3 The proposed alterations or additions to the Constitution shall be given by clear advertisement in public areas or by use of the local press, fourteen (14) days before the meeting.

## **13. DISSOLUTION OF THE ASSOCIATION**

The Association may be dissolved by a resolution of not less than two-thirds of the members present and entitled to vote at a Special General Meeting called for the purpose. The property and other assets of the Association at the time of dissolution, after the satisfaction of all its debts and liabilities, shall be transferred to a charitable organisation or organisations, active in Edgemoor, to be chosen by the Committee.

## **14. AFFILIATED BODIES**

Any body seeking affiliation to the Association shall apply in writing and must be approved by the Committee. Should the Association seek affiliation with any local or national body, this may be implemented by a majority vote of the committee.

## **15. INTERPRETATION**

In the event of any disagreement arising over the meaning of any provision of the Constitution, the matter will be referred to the Committee for interpretation thereof. Once legal advice has been sought, and the Committee members have applied their minds, the interpretation shall be final and binding on all concerned.