

**BUSHMAN'S RIVER MOUTH RATEPAYERS ORGANISATION**  
("BRRAG")

**CONSTITUTION**

**1. CONSTITUTION**

- 1.1. There shall be constituted a body known as the Bushman's River Mouth Ratepayers Organisation ("BRRAG").
- 1.2. The *domicilium* of the Organisation shall be at such physical address in Bushman's River Mouth as the executive committee may determine.

**2. GENERAL**

**2.1. DEFINITIONS**

- 2.2. In this Constitution unless the context otherwise requires, the following definitions shall apply:-
  - 2.2.1. "**accounting officer**" means any person who would be recognised as such in terms of the Close Corporations Act, 69 of 1984 (as amended);
  - 2.2.2. "**authority**" means any local, district, provincial or national governmental authority vested with powers or charged with duties in respect of any thing to be done or to be prevented in Bushman's River Mouth;
  - 2.2.3. "**basic municipal service**" means a municipal service that is necessary to ensure an acceptable and reasonable quality of life

and, if not provided, would endanger public health and safety or the environment;

- 2.2.4. "**Bushman's River Mouth**" means Bushman's River Mouth Old Village, Riversbend, Boesmans Estate, San Estate, Bushman's Creek and Coral Gardens and its environs and such other areas of operation and focus which are approved by the executive committee, or in broader terms, a portion of the area which constitutes Ward 3 of the Ndlambe Municipality;
- 2.2.5. "**committee member**" means a member of the executive committee or a member of sub-committee, whichever may be applicable;
- 2.2.6. "**executive committee**" means the executive committee elected by members of the Organisation as provided for in this Constitution;
- 2.2.7. "**financial year**" means the period from 1 December in any year to 30 November of the following year;
- 2.2.8. "**financial statements**" mean a balance sheet and income and expenditure statement prepared in conformity with generally accepted accounting practices;
- 2.2.9. "**immovable property**" means immovable property situated within Bushman's River Mouth;
- 2.2.10. "**member**" means a member as defined in clause 5 of this Constitution and membership has a corresponding meaning;

- 2.2.11. "office bearers" mean office bearers elected or appointed in terms of this Constitution and "committee members" have a corresponding meaning;
- 2.2.12. "The Organisation" means the Bushman's River Mouth Ratepayers Organisation ("BRRAG").
- 2.3. Words in the singular also incorporate the plural and vice versa and words referring to any gender refer to all genders, unless the context clearly otherwise indicates.

### 3. **OBJECTS AND POWERS**

The objects and powers of the Organisation are:-

- 3.1. To watch over the interests of members regarding the activities of the authorities in respect of immovable property owned or occupied by them and in respect of service delivery and duties of the authorities and in so doing to favourably attempt to influence, for the benefit of its members, the legislative, administrative and general activities including service delivery of the authorities;
- 3.2. To render such services to the members of the Organisation as the executive committee may approve and to this end, to enter into agreements and employ staff to further the objectives of the Organisation;
- 3.3. To ensure by whatever lawful means that proper basic municipal services are rendered to members and Bushman's River Mouth;
- 3.4. To ensure that the local authority within whose area the Organisation falls, acts in compliance with the Local Government: Municipal Systems

Act, 32 of 2000 and any other law that may be applicable to such local authority;

- 3.5. To identify environmental issues which may be detrimental to Bushman's River Mouth, the beaches and the Bushman's River and to take such steps to prevent and/or reduce negative impacts on the Bushman's River, the beaches and its environs as the executive committee may decide;
- 3.6. To conserve the natural environment of the Bushman's River, its environs and surrounding beaches and to protect public areas against degradation and neglect;
- 3.7. To do whatever is necessary to maintain and enhance the identity and characteristics of Bushman's River Mouth and its environs and to promote its interests and welfare and that of the members of the Organisation;
- 3.8. To raise funds by subscription or any other lawful means in order to give effect to the objects of the Organisation;
- 3.9. To collaborate with other ratepayers' associations or similar organisations in furthering any of the objects of the Organisation;
- 3.10. To address any environmental degradation of the Bushman's River and environs including the prevention of pollution of the Bushman's River and its environs.

#### 4. **INCORPORATION**

- 4.1. The Organisation shall be capable in its own name of suing and being sued and of purchasing or otherwise acquiring, holding or alienating

property, whether movable or immovable, and/or any interest therein and open a banking account in its own name.

- 4.2. The Organisation shall continue to exist notwithstanding changes in the composition of its membership or office bearers.
- 4.3. The Organisation shall be a non-profit organisation and its funds shall be applied solely towards achieving its objects. All surplus revenue over expenditure shall be retained by the Organisation to be applied against future expenditure and no member or office bearer shall have rights in the property or other assets of the Organisation solely by virtue of their being members or office bearers of the Organisation.
- 4.4. The Organisation shall be a non-political organisation and shall not align itself to any political party.

## 5. **MEMBERSHIP**

- 5.1. All natural and juristic persons owning immovable property, all permanent residents occupying immovable property in Bushman's River Mouth and visitors as defined in this clause shall be eligible for membership of the Organisation.
- 5.2. In the event of an immoveable property owner not being a natural person, such property owner may nominate a natural person to become a member in its stead.
- 5.3. Visitors and other people residing outside Bushman's River Mouth who, because of their presence in Bushman's River Mouth, make use of services or facilities provided by an authority, may apply for membership of the Organisation.

- 5.4. An application for membership of the Organisation shall be considered and decided upon by the executive committee whose decision as to whether an applicant qualifies for membership shall be final and binding.
- 5.5. 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 Organisation.

## 6. **SUBSCRIPTIONS**

- 6.1. Membership subscriptions shall be payable annually in advance within 60 (sixty) days of 31 October in any given year.
- 6.2. The amount of the annual subscriptions shall be determined by the executive committee.

## 7. **TERMINATION OF MEMBERSHIP**

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

- 7.1. by resignation;
- 7.2. by the failure of a member to pay membership subscriptions or any other amounts owing to the Organisation within 60 (sixty) days of due date;
- 7.3. by the death of a member;
- 7.4. by the sequestration or liquidation of the estate of any person or juristic person;

- 7.5. by the member ceasing to own or permanently reside in immovable property in Bushman's River Mouth.

8. **EXECUTIVE COMMITTEE AND OFFICE BEARERS OF THE ORGANISATION**

- 8.1. The executive committee of the Organisation shall consist of paid up members of the Organisation elected on a show of hands at each annual general meeting or such other meeting called for an election of the executive committee.
- 8.2. The executive committee shall consist of a maximum of 12 (twelve) members.
- 8.3. At the first meeting of the executive committee following its election the executive committee shall appoint the following offices bearers from amongst their number:-
- 8.3.1. a chairperson;
- 8.3.2. a vice-chairperson;
- 8.3.3. a treasurer; and
- 8.3.4. a secretary;
- 8.4. and the executive committee may allocate specific portfolios to members of the executive committee to manage.
- 8.5. A quorum at any meeting of the executive committee shall be four members thereof. Failing a quorum at any meeting, the meeting shall be adjourned for such time to such venue as the executive committee

members present may decide. At such adjourned meeting, those executive committee members present shall form a quorum.

- 8.6. Any member of the executive committee shall be entitled to nominate an alternative member to attend any meeting in his or her stead.
- 8.7. In the event of a vacancy occurring on the executive committee, the remaining members of the executive committee may co-opt members to the executive committee for the remaining period of the term of office of the person who vacated the position.
- 8.8. Decisions of the executive committee shall be determined by a simple majority vote.
- 8.9. Members of the executive committee are obliged to keep confidential all matters discussed and/or tabled at any meeting of the executive committee, unless the executive committee otherwise decides.
- 8.10. Executive committee members shall be elected for a period of two years, save that half of the executive committee members shall retire annually as a matter of course.
- 8.11. Retiring executive committee members are eligible for re-election.

## 9. **SUB-COMMITTEES**

- 9.1. The executive committee shall have the power to appoint sub-committees for such purposes as the executive committee may determine.

- 9.2. Each sub-committee shall be chaired by a member of the executive committee and may consist of so many sub-committee members as the executive committee may decide.
- 9.3. The members of a sub-committee shall be members of the Organisation.
- 9.4. The powers and duties of sub-committees shall be determined by the executive committee.

## 10. **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

The powers and duties of the executive committee shall be:-

- 10.1. to generally give effect to and carry out the objectives of the Organisation and any decisions passed at any general meeting and do things incidental thereto;
- 10.2. to determine all business that requires to be considered at any general meeting;
- 10.3. to ensure the preparation of the financial statements of the Organisation for submission to the annual general meeting;
- 10.4. to appoint an independent accounting officer to prepare the financial statements of the Organisation;
- 10.5. to receive monies and to open and operate bank accounts with any registered bank from which all financial transactions shall be conducted which transactions shall be conducted in such a manner as decided by the executive committee;

- 10.6. to invest funds, dispose of or otherwise deal with any of the Organisation's assets provided however, that the executive committee may not dispose of the majority of the Organisation's assets other than in the normal course of the business of the Organisation or other than pursuant to its winding-up;
- 10.7. to ensure that the funds or assets of the Organisation are not distributed directly or indirectly to any person other than in the course of furthering the Organisation's objectives;
- 10.8. to ensure that substantially the whole of the Organisation's funds are directed to the furtherance of its principal objects and not be utilised for the specific benefit of an individual member or minority group;
- 10.9. to engage and/or dismiss staff and to determine conditions of service of such staff;
- 10.10. to open accounts and settle the debts and comply with other obligations of the Organisation;
- 10.11. to take any action decided upon by the members or the executive committee including legal proceedings to defend the Organisation against any claim made against it or to enforce any right which it or its members may have;
- 10.12. to do all things required to transact the business of the Organisation or advance its interests including the entering into of agreements with due regard being had to the Organisation's objectives and powers;
- 10.13. to keep records of all matters dealt with in terms of this clause and to keep minutes of all decisions on matters properly put before it at any of

its meetings. Such records and minutes shall be available for inspection by any member on reasonable notice.

## **11. LIMITATION OF LIABILITY AND INDEMNITY**

- 11.1. No committee member shall be liable for any loss or damage suffered by any person as a result of an act or omission which occurs in good faith while the committee member is performing functions for or on behalf of the Organisation.
- 11.2. The Organisation shall indemnify and hold harmless any committee member in respect of any loss or damage flowing from any act or omission which occurs in good faith on the part of such member carried out in the course and scope of his or her activities as a committee member.

## **12. MEETINGS OF THE EXECUTIVE COMMITTEE**

- 12.1. Ordinary meetings of the executive committee shall be held on such dates and times as its Chairperson may determine.
- 12.2. Special meetings of the executive committee may be convened on not less than 48 (forty eight) hours notice to consider any urgent matter upon requisition by the Chairperson or any three other members of the executive committee.
- 12.3. Meetings of the executive committee shall be held in accordance with good practice and the minutes of meetings of the executive committee shall be confirmed at its next meeting.
- 12.4. The Chairperson, or in his/her absence, the Vice-Chairperson, or in the absence of both the Chairperson and the Vice-Chairperson, an

executive committee member elected by those executive committee members present, shall preside at all meetings.

- 12.5. Notice of meetings of the executive committee shall be given in the manner determined by the executive committee.

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

- 13.1. Any of the following persons shall be disqualified from being appointed as members of a committee of the Organisation and shall become disqualified upon any of the following happening:-

13.1.1. an unrehabilitated insolvent;

13.1.2. any person removed from office of trust on account of misconduct;

13.1.3. any person who has at any time been convicted (whether in the Republic of elsewhere) of theft, fraud, forgery or uttering a forged document, purgery or any offence involving dishonesty;

13.1.4. any person who is disqualified from being appointed or acting as a director of a company in terms of the Companies Act, 61 of 1973;

13.1.5. a minor or any person under legal disability;

13.1.6. any person appointed to hold any political office in an authority.

- 13.2. A committee member and/or his/her alternate shall where applicable cease to hold office if:-

- 13.2.1. he/she becomes disqualified in terms of the provisions of clause 13.1 above;
  - 13.2.2. he/she submits his/her resignation;
  - 13.2.3. he/she ceases to own or occupy any immovable property as defined in this Constitution;
  - 13.2.4. he/she fails to attend any three consecutive meetings of the executive committee without good cause being shown to the executive committee.
- 13.3. A sub-committee member shall cease to hold office if the executive committee so decides.

#### **14. COSTS AND EXPENSES OF COMMITTEE MEMBERS**

- 14.1. No committee member shall be entitled to any remuneration for services rendered to the Organisation in discharging his/her duties as committee member.
- 14.2. Any costs reasonably incurred by a committee member in discharging his/her duties shall be refundable to such committee member upon prior approval by the executive committee and after submission of receipts for expenses incurred.

#### **15. MEETINGS OF THE ORGANISATION**

- 15.1. An annual general meeting of the Organisation shall be held on the first working day after 26 December of each year at 09:00 in the Bushman's River Mouth town hall or a suitable venue determined by the executive committee.

- 15.2. A special general meeting may be requisitioned by no less than 15% of paid up members or by the executive committee. Such meeting shall be held at a time, place and venue determined by the executive committee subject to 14 (fourteen) days notice thereof being given.

## 16. **MOTIONS AT GENERAL MEETINGS**

- 16.1. Any proposed motion by any member for discussion at a general meeting shall be given in writing and delivered to the secretary of the Organisation at least 21 (twenty one) days prior to the date of the relevant meeting.
- 16.2. Any proposed motion shall be signed by two members as proposer and seconder, respectively.
- 16.3. Notwithstanding the provisions of the clause 16.1, any motion adjudged by the members at any general meeting to require urgent attention may be moved from the floor by a member provided that such motion shall be duly seconded.

## 17. **NOTICES**

Notices of general meetings of the Organisation shall be given by posting a notice on the website of the Organisation and by sending it by e-mail to members and in such other manner as the executive committee may decide.

## 18. **QUORUM**

- 18.1. A quorum at any general meeting shall consist of members or their proxies present and entitled to vote, constituting not less than 15% of members. Failing the presence of a quorum the meeting shall be

adjourned for 1 (one) day to the place and time as the Chairperson shall direct.

- 18.2. The members present in person or by proxy at an adjourned meeting shall constitute a quorum.

## 19. **PROXIES**

- 19.1. Any member shall have the power to appoint a proxy to represent that member at any general meeting, subject to the completion of a written proxy form as determined by the executive committee.

- 19.2. A proxy shall be valid and effective at any adjourned meeting.

- 19.3. Any proxy form must be received by the secretary no later than 24 (twenty four) hours prior to the commencement of the meeting concerned, failing which the appointment of such proxy shall be null and void.

## 20. **PROCEEDINGS AND VOTING AT GENERAL MEETINGS**

- 20.1. The agenda for any annual general meeting shall be determined by the executive committee and shall include provision for discussion and approval of an annual report and financial statements, the election of members of the executive committee and all motions properly received by the secretary.

- 20.2. The agenda for any special general meeting shall be determined by the executive committee and shall include all motions properly received by the secretary.

- 20.3. The Chairperson or in his/her absence the Vice-Chairperson, or in the absence of both the Chairperson and Vice-Chairperson, an executive committee member elected by the remaining executive committee members, shall preside at any general meeting.
- 20.4. Save as provided for in this Constitution regarding the amendment thereof or the winding-up thereof, all decisions at any general meeting shall be taken by a simple majority vote.
- 20.5. Voting shall be by a show of hands, unless a ballot is demanded by any member.
- 20.6. Each member shall be entitled to 1 (one) vote.

## 21. **AMENDMENT OF THE CONSTITUTION**

Any provision of this Constitution may be amended at a general meeting by way of a resolution passed by a 2/3 (two third) majority of members or their proxies present.

## 22. **WINDING-UP**

- 22.1. The Organisation may be dissolved at a general meeting by resolution passed by not less than 2/3 (two thirds) of the members or their proxies present at such a meeting which meeting shall specifically be called only for the purpose of such dissolution.
- 22.2. On winding-up or dissolution or within 6 (six) months from withdrawal of any exemption pursuant to an exemption granted by the Commissioner of the South African Revenue Service, the assets of the Organisation shall be realised for cash which, by resolution passed at a general meeting of members of the Organisation, shall after all its liabilities

have been met, either be paid over to a non-profit organisation which has similar aims and objects as the Organisation or in terms of Regulation 2(b)(x) of Regulation, R1236 dated 21 November 2008 or any amendment thereof.