



GREENPOINT RATEPAYERS' and
RESIDENTS' ASSOCIATION
(GPRRA)

CONSTITUTION

JUNE 2007
Revised and approved 16 May 2018

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GREENPOINT RATEPAYERS' and RESIDENTS'
ASSOCIATION
(GPRRA)

CONSTITUTION

JUNE 2007, as amended in May 2017 and May 2018

1. DEFINITIONS and INTERPRETATIONS

In this Constitution, except in a context indicating that some other meaning is intended,

- 1.1 “Association” or “GPRRA” means the Green Point Ratepayers’ and Residents’ Association;
- 1.2 expressions in the singular also denote the plural, and vice versa;
- 1.3 words and phrases denoting natural persons refer also to juristic persons, and vice versa;
- 1.4 pronouns of any gender include corresponding pronouns of the other gender; and
- 1.5 the headings shall not be treated as forming part of the Constitution, as such headings are for convenience or reference only.

2. NAME and AREA

- 2.1 The name of the Association shall be “Green Point Ratepayers’ and Residents’ Association” (GPRRA).
- 2.2. The area with which the GPRRA shall concern itself lies between Boundary Road to the East and Glengariff, Mutley, Camberwell, Main and Rocklands Roads to the West. The North and South boundaries are from the mountain to Western Boulevard and incorporating the Green Point Common.

3. POSTAL ADDRESS

The postal address of the Association shall be **P.O. Box 711, Sea Point, 8060**, or at any other place that the Management Committee (MC) may designate. For ordinary correspondence the address shall be as it appears on the letterhead of the Association.

4. LEGAL IDENTITY & PERSONA

- 4.1 The Association is a “universitas personarium”, an independent legal persona or entity, distinct from the individuals who compose it, having capacity of acquiring rights of property, of incurring obligations and of suing or being sued in its own name and having perpetual succession.
- 4.2 Neither members nor the Management Committee nor any sub-committee of the Association shall be answerable for the debts, engagements, liabilities or obligations of the Association.

5. OBJECTIVES

- 5.1 The objectives of the Association shall be:
 - 5.1.1 to promote, enforce and safeguard the interests and rights of the ratepayers and/or residents of the membership area as defined in Clause 2.2;
 - 5.1.2 to conserve the environment, beauty, character and heritage of the membership area;
 - 5.1.3 to foster interaction among ratepayers and residents through membership of the Association, and to increase understanding of civic issues and develop a sense of civic pride;
 - 5.1.4 to interact with, and to serve as a means of communication to all levels of government;
 - 5.1.5 to keep a watching brief over Municipal policies and affairs, to evaluate them according to the highest principles of good local government and to influence the City Council of Cape Town to adopt policies, frame regulations and make decisions acceptable to members;
 - 5.1.6 to promote and facilitate interaction with other organisations in the Greater Cape Town area having similar objectives;
 - 5.1.7 to give effect to these objectives in implementing the wishes of its members.
- 2. The Association shall not be aligned to any political party or other structure, and its elected or co-opted management shall avoid becoming embroiled in party political disputes.

6. MEMBERSHIP

- 6.1 Membership of the Association shall be open to all registered property owners and/or residents over the age of eighteen (18) years in the membership area, as defined under 2.2
- 6.2 A registered property owner is defined as the registered ratepayer or his/her nominee duly authorised in writing.
- 6.3 A resident is defined as any person domiciled or ordinarily resident within the membership area.
- 6.4 The spouse or life partner of any member shall automatically also become a member unless otherwise decided by the Management Committee.
- 6.5 The list of members shall not be divulged to anyone who is not a member of the Management Committee unless so authorised by the Management Committee.
- 6.6 A member of the Association who has rendered outstanding service to the local community may be granted honorary life membership by resolution of a General Meeting. Particulars in support of such a proposal shall be included in the notice convening the meeting.
- 6.7 All members shall communicate their addresses and details from time to time to the Administrative Secretary who shall keep a register of the names of such members and of their addresses.

7. SUBSCRIPTION, MEMBERSHIP RIGHTS and VOTING

- 7.1 The Association shall fix the annual subscription for each member at the Annual General Meeting (AGM).
- 7.2 The Management Committee shall keep a register of members. Only those members whose subscriptions are up-to-date will be eligible to vote or stand for election at a constituted meeting.
- 7.3 A member of the Association shall be entitled to appoint a proxy to speak and vote on his behalf at General Meetings. A proxy appointment must be in writing, signed by the member and delivered to the Administrative Secretary not less than twenty-four (24) hours prior to the scheduled meeting. The proxy need not be a member of the Association.
- 7.4 Membership of the Association not and shall not give to any member the right, title, interest, claim, demand in or to any of the monies, properties or assets of the Association.

- 7.5 Any person who has been accepted as a member of the Association shall automatically be bound by the Association's Constitution.
- 7.6 A member who moves out of the area as defined in Clause 2.2 shall no longer be considered a member of the Association. A member may give written notice of his resignation at any time. He shall not be entitled to a refund of any fees or amounts paid in respect of any period after the date of resignation.
- 7.7 If any member should fail to pay any amount owing to the Association, the Management Committee may terminate his membership of the Association in a written notice to his last known address. The Management Committee may use its discretion to reinstate such a person on payment of all arrears and upon such terms as the Management Committee may decide.
- 7.8 No member who has not paid his subscription within three (3) months after it has become due shall be entitled to exercise the rights of membership while his subscription is unpaid.
- 7.9 The Management Committee shall have the power to take such steps as it may deem fit against any member failing to comply with or contravening this Constitution, any resolutions adopted and decisions made by the Association or its Management Committee and in general, to take such steps against any member, whose actions, or lack of action in its sole opinion are/is detrimental to the best interests of the Association and its objectives.
- 7.10 Notwithstanding anything to the contrary contained in this Constitution the Management Committee may delegate its powers in terms of this paragraph to a committee, or an ad hoc committee established from time to time for a specific purpose and for a specific period of time, and may for this purpose issue regulations regarding any matter which shall or may be prescribed in terms of this paragraph, including procedure to be observed and in general with regard to any other matter which it deems necessary or expedient to prescribe in order to achieve or promote the objectives of this paragraph.

8. MANAGEMENT

1. The affairs of the Association shall be managed by a Management Committee (MC) consisting of not less than eight (8) and not more than sixteen (16) members, as determined at the relevant Annual General Meeting (AGM), and who shall be elected at the AGM. Any paid-up member of the Association may make him/herself available for election.

- 8.2 In the event of its transpiring that the MC consists for a period of time of less than (8) members, the actions of the MC shall nevertheless be lawful subject to further members being co-opted or appointed within a period of ninety (90) days from the date upon which the number of MC members fell below 8.
- 8.3. Members of the MC shall be elected for a period of one (1) year, subject to the requirement that at least forty percent (40%) of the membership shall be re-elected each year. Any serving MC member shall be eligible for re-election, and does not require re-nomination, providing that willingness to stand for re-election is confirmed in writing.
- 8.4 The MC shall immediately after the annual election, elect from its members a Chairperson and a Vice-Chairperson, who shall be ipso facto Chairperson or Vice-Chairperson of the Association. Unless specifically approved as part of the election of the MC at the AGM, the positions of Chairperson and Vice-Chairperson shall not be held for longer than three (3) years in any continuous period.
- 8.5 Subsequent to an election, the MC may nominate and at a subsequent meeting co-opt persons to fill any vacancy arising through resignation or other cause.
- 8.6 The MC shall appoint a Secretary and a Treasurer, which positions may be combined, to hold office until the MC meeting following the next AGM.
- 8.7 The MC shall decide the honoraria, if any, of the Secretary and Treasurer.
- 8.8 Neither the Secretary nor the Treasurer will have voting power unless he/she is also appointed or elected a member of the MC.

9. POWERS of the MANAGEMENT COMMITTEE

- 9.1 The MC may perform such acts as are necessary to accomplish the objectives by a “universitas personarum”. Without in any way limiting the generality of the foregoing, such powers shall include but not be limited to the following:
 - 9.1.1 the operation of banking accounts with all powers required by such operations;
 - 9.1.2 the investment and re-investment of monies of the Association not immediately required, in such a manner as may from time to time be determined by the MC;
3. the making of, entering into and carrying out of contracts or agreements for any of the purposes of the Association;

- 9.1.4 the employment and payment of agents, workers and any other parties;
- 9.1.5 the right to sue and to defend actions in the name of the Association and to appoint legal representatives for this purpose;
- 6. the levying of a subscription payable by members as provided in Clause 13 hereof;
- 7. the appointment of any sub-committee with members drawn from the MC and other persons, under the chairmanship of an MC member, and granting such powers to it as may be considered necessary.
- 9.2 The Association is pledged to be non-political and non-commercial, thus any member of the MC or of any sub-committee, having any financial, political or business interest in any matter under discussion, must declare such interest and recuse himself from such discussions by the MC or such sub-committee and any vote thereon.
- 9.3 No person holding political office shall be eligible to act on the MC but may attend meetings in an advisory capacity.
- 9.4 No member of the MC or any sub-committee shall be entitled to use his position on such committees to promote his financial and/or business interests, or to use for such purposes confidential information obtained through his position.

10. **CONDUCT of MANAGEMENT COMMITTEE AND SUB-COMMITTEE MEETINGS**

- 10.1 The MC shall meet regularly each month except over the December/January period.
- 10.2 The quorum for an MC meeting shall be 50% of its members, present personally or by proxy.
- 10.3 The MC may, at its discretion, enlist from time to time supernumeraries/ additional members for their expertise in certain matters, who shall not however have voting power.
- 10.4 Special Meetings may be called by the Chairperson or, in absentia, the Vice-Chairperson, and shall be called if so requested by six (6) members of the MC.
- 10.5 Any member of the MC or of a sub-committee who fails to attend two consecutive meetings of the MC or the sub-committee without justifiable leave of absence shall forfeit such membership.
- 10.6 Resolutions shall, where necessary, be carried by a simple majority of members of the MC or a sub-committee present at a Committee Meeting.
- 10.7 Portfolio sub-committees appointed by the MC in terms of Clause 9.1.7 may in the first instance deal with town-planning matters and other topics that require regular consideration.

11. TERMINATION COMMITTEE OR SUB-COMMITTEE MEMBERSHIP

- 11.1 The MC may terminate the membership of the MC or any sub-committee of any person who is no longer qualified to be a member, or whose subscription is more than three (3) calendar months in arrears. The MC may on good cause or breach of the Constitution by a member of the MC or any sub-committee, including failure by a member to declare an interest and recuse himself as contemplated in clause 9.2, terminate his or her membership provided that such member may, within ten (10) days of this action, note an appeal against such decision, which shall be considered at the next General Meeting of Association members or at a Special General Meeting convened for this purpose.
- 11.2 A MC member shall cease to hold office if:
- 11.2.1 by notice in writing to the MC he/she resigns his office;
 - 11.2.2 he/she becomes of unsound mind;
 - 11.2.3 he/she is convicted of any criminal offence that involves dishonesty;
 - 11.2.4 by resolution of the MC under 11.1 or, in the case of an appeal, by resolution of a General Meeting of the Association he /she is removed from office.

12. MEETINGS

- 12.1 The Annual General Meeting (AGM) of members of the Association shall be held in the 2nd quarter of each year at a place, date and time fixed by the MC.
- 12.2 At least one (1) other General Meeting shall be held each year, unless the MC decides otherwise.
- 12.3 The balance sheet and revenue and expenditure statement for the previous calendar year shall be submitted to the AGM for ratification.
- 12.4 Fourteen (14) calendar days' notice shall be given to Association members for all General Meetings.
- 12.5 Thirty (30) members shall constitute a quorum for the AGM and all General Meetings. If there is no quorum the meeting shall be adjourned to a time and place that the MC shall determine.
- 12.6 Special General Meetings may be called by the MC, and shall be called when requested in writing by not less than twenty (20) members of the Association. The notice calling such a meeting shall be issued within seven (7) days of the request and shall set out in full the names of the members calling for the meeting and the business to be transacted. Only such business may be transacted at the meeting.
- 12.7 Voting at all General Meetings may be held by either a show of hands or by the secret completion of bona fide voting papers, should this be ordered by the Chairperson or requested by ten (10) or more members present.

dealing with amendments to the Constitution or termination of the Association, a simple majority vote shall prevail. Nevertheless, the Chairman shall endeavour to arrange that resolutions are worded in a way that will achieve broad consensus. When voting for the election of members of the MC each member in good standing may vote for any number of candidates up to a maximum of sixteen (16).

13. FINANCES

- 13.1 The Association, through the MC, shall be empowered to raise funds from members by way of subscriptions and/or other methods so approved in order to conduct the affairs of the Association on a competent and sound financial basis.
- 13.2 All funds shall be deposited to the credit of the Association with a registered deposit-receiving institution.
- 13.3 The Chairperson, Vice-Chairperson, Treasurer and at least one other member of the M.C. should be authorised signatories of the account(s) of the association.
- 13.4 Monies may be withdrawn from the accounts of the Association only on written instruction signed by the Chairman or the Vice-Chairman and at least one other authorised signatory. In the case of cheques two signatures shall be required, that of the Chairperson or Vice-Chairperson and one other of the designated signatories. In the case of electronic banking transactions, e-mailed or written instructions giving authority will be required from the Chairperson or Vice Chairperson and one other signatory of the account.
- 13.5 The MC shall cause proper books and records to be kept that shall record a true and satisfactory account of all transactions. Any statements required shall be extracted and prepared from these books and records and certified by the Chairperson or Auditor.
- 13.6. At the end of each financial year financial records prepared by the Treasurer shall be submitted for scrutiny to a Registered Accountant who shall prepare the annual financial statement in the Standard Accounting form. The MC shall approve the statement before submission to the AGM for ratification.

14. AMENDMENTS to the CONSTITUTION

- 14.1 Any alterations, additions, or amendments to this Constitution must be passed by a two-thirds majority vote of those present at a General Meeting of the Association.
- 14.2 Members should receive written notice of any proposed alteration, addition, or amendment not less than seven (7) days prior to the AGM or a General Meeting.

15. TERMINATION of the ASSOCIATION

- 15.1 The Association shall be wound up upon the passing of a vote conducted in secret by the casting of written voting papers to that effect of not less than two-thirds of the paid-up members of the Association at or subsequent to a Special General Meeting called to decide specifically on the dissolution of the Association.
- 15.2 In the event of such a dissolution, all funds and property belonging to the Association, or held in trust on its behalf, shall forthwith be transferred by authority of the Special General Meeting to an Association or amenity catering for the benefit of the Residents of the membership area.

16. AUTHORITY in CASES of EMERGENCY or URGENCY

- 16.1 Should a matter arise requiring the immediate action by the MC and there is insufficient time available to call a meeting of the MC, the Chairperson shall, after consulting at least three other members of the MC, take such action as may be determined upon by him. The Chairperson shall report thereupon at the next meeting of the MC to seek endorsement of his action. The Chairperson shall recuse him/herself from the vote of endorsement.
2. The Chairperson may appoint the Vice-Chairperson to undertake this function if he/she is unable to do so.

17. PUBLIC STATEMENTS

Public statements may be made only by the Chairperson, the Vice-Chairperson and a member of the MC who has been so authorised.

18. CORRESPONDENCE

- 18.1 Correspondence issued on behalf of the Association shall be on the Association's letterhead and shall be signed by the Chairperson or the Vice-Chairperson or a member of the MC who has been authorised to do so. Correspondence shall contain no reference to personal interests.
- 18.2 In the case of matters dealt with by the Town Planning Sub-Committee of the MC, the Chairperson of the Sub-Committee or the Chairman of the Association shall sign correspondence with the Cape Town Council.
- 18.3 The Chairman or the Vice-Chairman and one other member of the Management Committee shall sign letters written in connection with or in anticipation of litigation.