
CONSTITUTION OF THE MALAGAS RATEPAYERS AND RESIDENTS' ASSOCIATION (MRRA OR ASSOCIATION)

(ORIGINALLY APPROVED IN 2007, AMENDED ON 3RD APRIL 2021 AND AMENDED AGAIN ON 29 DECEMBER 2023)

1. NAME

The name of the Association shall be the **“Malagas Ratepayers and Residents Association”**. (MRRA or Association)

2. AREA

- 2.1 The Area for the Association is defined as the geographical area bordered by the Breede River on the East and the Potberg Nature Reserve on the West. Starting from erf 1, Malagas and including all properties up to the boundary of Infanta and is situated in Ward 3 of the Swellendam Municipality.
- 2.2 Infanta in the east of Ward 3 has an existing Rate Payers Association (RPA) called the Infanta Ratepayers and Residents Association (IRRA).
- 2.3 The MRRA and IRRA areas also fall under the Overberg District Municipality (ODM).

3. POSTAL AND COMMUNICATION ADDRESS

The postal address of the Association shall be the residence of the Chairman or at any other place that the Executive Committee (EC) may designate. The electronic communication address for the Association is chairman @ malgas.org.co.za

4. LEGAL IDENTITY & PERSONA

The Association is an “universitas personarum”, 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 and neither members nor the Executive Committee shall be answerable for the debts or engagements of the Association.

5. OBJECTIVES AND ACTIVITIES

The objectives and activities of the Association for the benefit of the members and potential members shall be:

- 5.1 To always uphold the Constitution of South Africa
- 5.2 To promote and safeguard the interests of the ratepayers and residents of the Area, in a true spirit of unity.
- 5.3 To preserve the environment, and the beauty and character of the Area.
- 5.4 To co-operate with and serve as a means of communication to all levels of government.
- 5.5 To give effect to these objectives in implementing the wishes of its members.

- 5.6 Strictly non-political and non-commercial and its elected or co-opted management and/or officers are pledged to adhere strictly to this credo at all times.
- 5.7 To keep a watching brief over Municipal and District policies and affairs and to evaluate them according to the highest principals of good local government.
- 5.8 To promote and ensure interaction with the greater community of the Area and of Ward 3 and especially all sectors of the community within Ward 3 arising out of macro socio economic and environmental issues, and to facilitate this objective by seeking corporate membership of other organisations with common objectives.
- 5.9 To voluntarily assist the community of ratepayers and residents in the Area, and if needed in the rest of Ward 3, with designated community services, directly through the Association or indirectly through supporting, donating to and or investing in a formal body with similar objectives financially and in kind:
 - 5.9.1 With the Fire-fighting services assistance as an "initial response" inter alia by providing mobile Fire Fighting Units and ancillary equipment and items;
 - 5.9.2 With other disaster management, such as floods, road accidents, security, CCTV, communication, and similar services, and
 - 5.9.3 provided that neither the Association, nor any of its officers, employees or agents or nominees to a formal body, shall incur any liability in the consequence of the provision of such assistance or the lack thereof.

6. MEMBERSHIP

- 6.1 Membership of the Association shall be open to registered property owners and/or residents over the age of eighteen years, in the Area and any other persons who may be approved by the Executive Committee.
 - 6.1.1 A property owner in the Area is defined as the registered natural person ratepayer or if not a natural person, the natural person nominee duly nominated and authorised in writing.
 - 6.1.2 A resident is defined as the representative natural person of a bona fide household of residents leasing property in the Area, duly nominated, and authorised in writing by the household. Household to also include the spouse or partner of a property owner in the Area,
- 6.2 A Member may only exercise membership rights, including voting, if their membership is fully paid up, prior to the meeting.
- 6.3 A Member must have submitted the duly completed Association membership forms to the EC, and have had them approved by the EC, for valid membership.

7. MANAGEMENT

- 7.1 The affairs of the Association will be managed by an Executive Committee (EC) consisting of not less than four and not more than seven members, who shall have been elected at a General Meeting or co-opted in terms of 7.4.
- 7.2 Any serving EC 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.

7.3 All elected EC members shall serve for a two -year term...

7.4 The EC shall elect from its members a Chairperson and a Vice-Chairperson after a General Meeting where EC elections have taken place, who shall be ipso facto Chairperson and Vice-Chairperson of the Association. The positions of Chairperson and Vice- Chairperson shall not be held for longer than a period of five (5) years in any continuous period.

7.5 The EC via co-option may fill any EC member vacancy arising through resignation or other cause. Co-opted members will stand down immediately prior to an AGM and may be available for election as committee members.

8. SECRETARY AND TREASURER

8.1 The EC shall appoint a Secretary and a Treasurer, which position may be combined, who shall hold office until the next AGM.

8.2 The EC may determine whether an honorarium should be paid to any person acting as Secretary and/or Treasurer from time to time.

8.3 The Secretary and/or Treasurer will have no voting power unless they are persons who are elected or co-opted members of the EC.

9. POWERS OF THE EXECUTIVE COMMITTEE

9.1. The EC may perform such acts as are necessary to accomplish the objectives expressed or implied in Clause 5 and which may be legally accomplished by an *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 South African banking accounts with all powers required by such operations.

9.1.2 the investment and re-investment of monies of the Association into South African deposit taking institutions, where not immediately required, in such a manner as may from time to time be determined.

9.1.3 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, servants and any other parties.

9.1.5 the making, amendment and repeal of rules which shall be binding upon members as if they form part of this constitution.

9.1.6 the right to sue and to defend actions in the name of the Association and to appoint legal representatives for this purpose.

9.1.7 the levying of a subscription payable by members as provided in clause 16 hereof.

9.1.8 the appointment of any sub-committee, if deemed to be in the interests of the Association, and granting such powers to it as may be considered necessary, noting that the subcommittee powers and members must comply with the requirements of Constitution.

10. EXECUTIVE COMMITTEE MEETINGS

- 10.1 The quorum for an Executive Committee (EC) meeting shall be a majority of committee members but not less than three, and shall be deemed to include any or all committee members participating in a meeting in person or in a virtual meeting.
- 10.2 The first meeting of the newly elected EC shall take place not more than fourteen calendar days after the AGM or SGM, at which meeting the new Chairman and Vice-Chairman of the EC will be elected.
- 10.3 Fourteen calendar days' notice of EC meetings shall be given to all EC members, unless all EC members agree otherwise in writing.
- 10.4 In addition to its powers of co-option to fill temporary vacancies as contemplated by 7.4, the EC may, at its discretion, co-opt one or more persons as non-voting members of the Committee in the light of their expertise in certain matters of concern to the Committee from time to time.
- 10.5 Special General Meetings (SGM) may be called by the Chairperson or, in absentia, the Vice-Chairperson or by requisition of four members of the EC.
- 10.6 Any members of the EC failing to attend three consecutive meetings without justifiable leave of absence shall forfeit his/her office unless the EC shall at its discretion decide to condone such repeated non-attendance.
- 10.7 The Treasurer is to report on the financial affairs of the Association at the EC meetings, including expenditure incurred for noting and future expenditure and income.
- 10.8 Annually the Treasurer must prepare Annual Financial Statements approved by the EC, duly signed by the Chairman and Treasurer, and confirmed or reviewed by a qualified Chartered Accountant (SA).
- 10.9 Resolutions shall, be carried by a simple majority of full members of the EC present or deemed to be present at a Committee Meeting.
- 10.10 A resolution by all EC members, in writing and signed by all, will be valid and carried.
- 10.11 The Association is pledged to be non-political and non-commercial, thus any EC member, having any financial, political, or business interest in any matter under discussion, must declare such interest and recuse him/herself from such discussions and any vote thereon.
- 10.12 No person holding political office or being a member or employee of the local authority shall be eligible to act on the EC but may attend meetings if invited in an advisory non-voting capacity.
- 10.13 No EC member shall be liable to the Association or to any member thereof, or to any other person whomsoever for any act or omission by him/herself, by the Association or by its servants or agents, unless personally implicated by gross negligence or dishonesty. An EC member shall be indemnified by the Association against any loss or damage suffered by him/her in consequence of any purported liability, provided that such member has, upon the basis of information known to him/her, or which should reasonably have been known to him/her, acted in good faith and without gross negligence.

11. TERMINATION OF MEMBERSHIP

- 11.1 The EC may terminate the membership of any person who is no longer qualified to be a member of the Association or whose subscription is more than three calendar months in arrears. The EC may on good cause or breach of the Constitution by a member terminate the membership provided that such member may, within four weeks of this action, note an appeal against such decisions, which shall be considered at the next General Meeting of members or at a Special Meeting convened for this purpose.
- 11.2 An EC member shall cease to hold office if the member:
- 11.2.1 by notice in writing to the EC, the member resigns office.
 - 11.2.2 is found by a competent court as incapable of managing their affairs.
 - 11.2.3 surrenders their estate as insolvent or their estate is sequestrated.
 - 11.2.4 is convicted of any criminal offence which involves dishonesty.
 - 11.2.5 is legally prevented from holding office as a director, trustee or similar:
 - 11.2.6 is removed, without being required to provide reasons, by unanimous decision of the EC, excluding the EC member being removed from office and membership.

12. GENERAL MEETINGS

- 12.1 The Annual General Meeting (AGM) of members of the Association shall be held at a time and place fixed by the EC , not before one calendar month before and within four calendar months after the end of the Association's Financial Year, ending 31 December.
- 12.2 The Annual Financial Statements, confirmed or reviewed by a qualified Chartered Accountant (SA), providing a balance sheet and revenue and expenditure statement for the period ending 31 December of each year, shall be submitted at every AGM. If the AGM is held prior to 31 December, an appropriate note is to be inserted in the Annual Financial Statements, on the affairs between the dates.
- 12.3 Fourteen calendar days' notice shall be given to members for all General Meetings.
- 12.4 The EC Chairperson, or failing him, the EC Vice Chairperson or failing him, a Chairperson appointed by the majority present, shall be the Chairperson of a General Meeting.
- 12.5 General Meetings may include members present, or by proxy represented by a member in good standing and by members attending by a Virtual Meeting electronic communication, if indicated in the notice of the meeting.
- 12.6 A quorum for all General shall be 15 members, present in person, by proxy or by attendance electronically in a form determined by the Chairman or failing him the EC. If there is no quorum, the meeting shall be adjourned to a time and place which the Chairperson of the meeting shall determine, to be notified to all members as contemplated by 12.3. The members present at the postponed AGM or SGM, shall be deemed to be the quorum.
- 12.7 Special General Meetings (SGM) of members may be called by the EC or when requested in writing by not less than twelve members in good standing. The notice calling such a meeting shall set out in full the names of the members calling the meeting and the business to be transacted and only such business may be transacted at the meeting.

- 12.8 A qualified Chartered Accountant (SA) may be appointed at the AGM, or failing an appointment at the AGM, by the EC, to confirm or review the financial statements for the new financial year. The EC will decide and confirm their remuneration.
- 12.9 Voting at all General Meetings of members may be held by either a show of hands or by the secret completion of voting papers, should this be ordered by the Chairperson or requested by six or more members present and in either case a majority vote shall prevail.
- 12.10 When voting for the election of members of the EC, each member in good standing may vote for any number of candidates up to a maximum of seven candidates.
- 12.11 Nominations for candidates for election to the EC must be submitted in writing or by email, a working day before the AGM.

13. CASTING VOTE

If votes cast at any meeting, including those held by the EC, are equal, the Chairperson shall have a casting as well as a deliberative vote.

14. MEMBERS VOTING RIGHTS

- 14.1 Each member who has paid the subscription for the previous financial year shall be entitled to vote at any General Meeting of the Association.
- 14.2 A person who is fully paid up and is qualified to be a member of the Association shall be entitled to one vote.
- 14.3 Only paid-up members whose fees have been paid up will have the power to cast a vote at general meetings of the Association.
- 14.4 A member of the Association shall be entitled to appoint a proxy, being a member in good standing, to speak and vote on his or her behalf at such meetings. The proxy appointment must be in writing, signed by the member and delivered to the Secretary not less than twenty-four (24) hours prior to the scheduled meeting.

15. VIRTUAL MEETINGS

Virtual meetings may be held by online electronic communications and or by email.

16. FINANCE

- 16.1 All funds shall be deposited to the credit of the Association with a registered South African deposit-receiving institution.
- 16.2 All payments, including electronic payments, cheques or withdrawal slips drawn on the account of the Association shall be signed and or formally approved by any of two persons who shall be nominated by the EC.
- 16.3 The Treasurer has the right to conduct financial transfers or payments via electronic banking within limits to be determined by the EC.
- 16.4 At every EC meeting, the Treasurer is to report on the finances of the Association, including expenditure, arrear members subscriptions, commitments and sources of income, and the EC is to note and approve.

17. FUNDING

- 17.1 The Association, through the EC, shall be empowered to raise funds from members by way of subscriptions and/or other methods, to conduct the affairs of the Association on a competent and sound financial basis.
- 17.2 Subscriptions shall be decided at the AGM. Consideration may be given by the EC to waive or reduce the amount due in the event of circumstances involving those who, are unable to meet the full subscription.

18. AMENDMENTS TO THE CONSTITUTION

- 18.1 Any alterations, additions, or amendments to this Constitution must be passed by a two-thirds majority vote of those members present at a General Meeting of the Association. The Chairperson, at his/her discretion, shall say how voting should take place.
- 18.2 Members and or the EC are to propose. alterations, additions, or amendments as changes to the Constitution, in writing to the Chairman or Secretary.
- 18.3 Members are to be advised by notice for a General Meeting called inter alia for the purpose in 18.1, of the proposed alterations, additions, or amendments in writing to the Chairman or the EC.

19. TERMINATION OF THE ASSOCIATION

- 19.1 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 members present at a Special General Meeting called to decide specifically the termination of the Association.
- 19.2 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 Ratepayers and/or Residents of the Area and the rest of Ward 3 of Swellendam Municipality.