

Saxonwold and Parkwood Residents Association
Constitution

(as amended on 10 Nov 2021 and 30 Nov 2022)

1. Name

The name of the association is SAXONWOLD AND PARKWOOD RESIDENTS ASSOCIATION, hereinafter referred to as "SAPRA".

2. Legal status

- 2.1. SAPRA is a corporate body which has a distinct and separate personality from that of its members.
- 2.2. It has perpetual succession and is capable of suing or being sued in its own name.
- 2.3. It may be represented in any legal proceedings by the SAPRA committee or by any person or persons appointed by the SAPRA committee for that purpose.

3. Non-profit organisation

- 3.1. SAPRA is a non-profit body that conducts its activities in the pursuit and furtherance of its aims and objectives.
- 3.2. It does not exist for the purpose of carrying on any business for monetary gain by SAPRA or any of its members.
- 3.3. The income and assets of SAPRA may be applied solely to advance its aims and objectives.
- 3.4. SAPRA may not pay any of its income or transfer any of its assets to any of its members, except for:
 - 3.4.1.1. the reasonable remuneration for goods delivered or services rendered to or at the direction of SAPRA, or
 - 3.4.1.2. the payment or reimbursement of expenses reasonably incurred in advancing the interests of SAPRA, or
 - 3.4.1.3. any legal obligation binding on SAPRA.

4. Aims and objectives

- 4.1. The objectives of SAPRA are to:
 - 4.1.1. strive to ensure that the heritage and environment of Saxonwold and Parkwood are nurtured and protected
 - 4.1.2. strive to ensure adherence to and enforcement of appropriate laws, regulations and bye-laws in liaison with the City Council, SAPS, other law enforcement bodies, and any other relevant parties or persons
 - 4.1.3. strive to ensure that any proposed developments, businesses and events are appropriate to and in character with the heritage, environment and existing nature of Saxonwold and Parkwood
 - 4.1.4. promote the interests of residents of Saxonwold and Parkwood

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- 4.1.5. promote community spirit and participation, mutual cooperation and awareness
- 4.1.6. assist members of SAPRA in dealings with the City Council and other relevant bodies where this is desirable and feasible
- 4.1.7. consider and motivate improvements in laws, policies and administrative matters impacting residents or the heritage and nature of Saxonwold and Parkwood
- 4.1.8. promote or initiate any lawful measures designed to enhance the safety and security of residents of the community at large
- 4.2. SAPRA is non-political and non-sectarian

5. Members

- 5.1. Any person seeking to be a member of SAPRA shall apply in accordance with the format and procedure established by the committee. The committee, by way of a majority vote, has the discretion to approve or deny any application for membership. No committee member shall be required to give any reason for a decision in connection with an application for membership.
- 5.2. A member shall be classified as one of the following categories of members:
 - 5.2.1. Ordinary member
 - an owner or lawful tenant of a property situated in Saxonwold or Parkwood, or a spouse of such person, or
 - a duly authorised representative of an owner, that is not a natural person, of a property situated in Saxonwold or Parkwood
 - 5.2.2. Pensioner
 - an ordinary member as defined above who is over 65 years of age
 - 5.2.3. Appointed member
 - a relative or tenant of an ordinary member who is living in the same premises, limited to four such people, or
 - a relative of a pensioner member who is living in the same premises, limited to one relative, or
 - an employee of a business member, or an owner or tenant of a unity within a complex represented by a complex member, limited to such number of people as the Committee shall determine from time to time
 - 5.2.4. Business member
 - an owner of a lawful business conducted in or from Saxonwold or Parkwood, or
 - a duly authorised representative of a partnership, corporate body or other entity conducting a lawful business in or from Saxonwold or Parkwood
 - 5.2.5. Complex member
 - An owner, administrator or duly authorised representative of a Community Scheme as defined in the Community Schemes

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Ombud Service Act, 2011, that is situated within Saxonwold or
Parkwood

5.2.6. Honorary member

- a person who holds some public office and whom the committee considers can make a positive contribution to the aims and objectives of SAPRA, or
- a person who has rendered exceptional or special services on behalf of SAPRA

Provided that such person is nominated as an honorary member at an annual general meeting of SAPRA and is approved by a majority of the members who are present and entitled to vote.

- 5.3. Members shall be required to pay their annual subscriptions, if any, applicable to their category as determined by the committee from time to time.
- 5.4. All members shall be bound by the constitution of SAPRA, including any amendments which may be made from time to time irrespective of whether or not such members are aware of the contents of the constitution, or amendments thereto, or the fact that they may not have received a copy of the constitution or the amendments.
- 5.5. A member may resign at any stage but will not be entitled to any refund of membership fees or a portion thereof which may have been paid.
- 5.6. A person's membership shall cease in the event of the annual subscription not being paid within three months of it becoming due. Such persons membership may be reinstated on subsequent payment of the annual subscription
- 5.7. No member shall be liable for any debt or obligation of SAPRA.
- 5.8. SAPRA shall keep a register of its members, which may be in electronic, manual or another format.
- 5.9. Membership of SAPRA does not give a member a right to any of the assets of SAPRA at any stage even in the event of the dissolution of the Association.

6. Powers

SAPRA has all such powers as are necessary for the attainment of its aims and objectives set out in clause 4 above and, in particular, has the following express powers:

- 6.1. to acquire, hold or alienate property of any description
- 6.2. to acquire rights and obligations in its own name
- 6.3. to institute, conduct, defend, compound or abandon any legal proceedings by or against SAPRA or its committee members, or otherwise concerning the affairs of SAPRA
- 6.4. to open accounts with banking or financial institutions in the name of SAPRA and to effect transactions thereon whether by way of electronic or manual means, including cheques or other negotiable instruments

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- 6.5. to invest and deal with any monies of SAPRA as decided upon by the committee
- 6.6. to investigate, promote or oppose any matter affecting the interests of members or the community
- 6.7. to establish websites, social media platforms and other electronic communication media
- 6.8. to publish a newsletter for the benefit of its members and other interested parties
- 6.9. to support and subscribe to any institution, society or other body which the committee deems to be for the benefit of SAPRA or its members

7. Committee

- 7.1. The committee shall consist of not less than 4 (four) and not more than 10 (ten) members.
- 7.2. Members of the committee shall be elected at the annual general meeting of SAPRA and will hold office until the termination of the subsequent annual general meeting.
- 7.3. Nominations for members of the committee shall be made and seconded at the annual general meeting.
- 7.4. Voting for the election of committee members at the annual general meeting shall be by a show of hands or a ballot as the chairman decides.
- 7.5. A committee member may resign at any time by giving notice to the committee.
- 7.6. Any committee member who, without leave, does not attend 3 (three) consecutive meetings of which due notice has been given shall cease to be a member of the committee.
- 7.7. The remaining committee members shall be entitled to fill any vacancy or vacancies following the resignation or cessation of membership of one or more committee members. The remaining committee members shall be entitled to do so even if they comprise less than 4 (four) members.
- 7.8. At its first meeting after the annual general meeting, the committee shall elect one of its members as chairman and may elect a vice-chairman should this be considered desirable.
- 7.9. The committee shall meet as often as it deems necessary and not less than once every 3 months.
- 7.10. Should the chairman not be present at a committee meeting, the vice-chairman shall act as chairman. If there is no vice-chairman or he or she is not present, the committee members at the meeting shall elect one of its number to act as chairman.
- 7.11. The quorum for a committee member shall be 3 (three) members.
- 7.12. A committee meeting shall require 5 (five) days' notice, unless the majority of committee members agree to a shorter period. This notice may be given in writing, electronically, by telephone or verbally.

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- 7.13. A committee meeting shall be convened by the secretary on the instruction of the chairman or upon the request of at least 2 (two) committee members.
- 7.14. Any decision of the committee shall be by majority vote by way of a show of hands of those present. In the event of an equality of votes, the chairman shall have a casting vote in addition to his or her deliberative vote.
- 7.15. A resolution in writing which is signed by all members of the committee or assented thereto by email shall be as valid and effective as if passed at a committee meeting.
- 7.16. All acts done or decisions made by the committee or any person acting as a member of the committee shall, notwithstanding a subsequent discovery of a defect in the appointment, or disqualification, of any such member or person, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee.
- 7.17. The proceedings of the committee shall be valid notwithstanding any temporary vacancy in the committee.

8. Power and authority of committee

- 8.1. The management and control of the affairs of SAPRA shall vest in and be conducted by its committee which will have full power and authority to do any act, or perform any matter which could or might be done by SAPRA except for any such matters that are reserved to be dealt with at a general meeting of members. In addition to these general powers and authorities conferred on the committee, the committee shall have the following further special powers:
 - 8.1.1. to appoint employees or agents on a permanent or temporary basis, to delegate such powers to them as the committee deems fit, to determine their duties and fix their remuneration, and to suspend or discharge any such person at the committee's discretion
 - 8.1.2. to enter into any contract in the name of SAPRA
 - 8.1.3. to refer any claim or demand by or against SAPRA to arbitration and to perform, or refuse to perform, any award
 - 8.1.4. to initiate or oppose any litigation for or against SAPRA and to appoint any legal representation, experts or other parties in relation thereto
 - 8.1.5. to appoint a person or persons who shall be entitled to transact on behalf of SAPRA on any bank or financial institution account, investment or other account
 - 8.1.6. to establish and vary rules for the regulation of the affairs of SAPRA provided these are not inconsistent with this constitution
 - 8.1.7. to delegate to any subcommittee or person any of the authorities conferred on the committee
 - 8.1.8. to co-opt members to the committee for any period up to the next annual general meeting

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- 8.1.9. to determine the annual subscription rates, if any, applicable to each category of member
- 8.2. Any decision of the committee may be reviewed, approved or amended at the next general meeting of SAPRA but no such decision shall invalidate any action already taken by the committee.

9. Accounting records and financial statements

- 9.1. SAPRA shall maintain accounting records that adequately record its transactions, assets, liabilities, income and expenses in accordance with generally accepted accounting principles.
- 9.2. Annual financial statements shall be prepared from these accounting records and be presented for audit or review by an appropriately qualified person.
- 9.3. The annual financial statements shall be tabled at the annual general meeting of SAPRA.
- 9.4. The financial year for SAPRA shall be from 1 July in each year to 30 June of the following year.

10. Annual general meeting

- 10.1. The annual general meeting of members of SAPRA shall be held within 6 (six) months of the year-end.
- 10.2. Notice of the annual general meeting shall be given to members at least 14 days before the meeting. This notice may be by way of email, publication on the website and/or social media, publication in the SAPRA newsletter or in external media, or a combination of these as the committee may determine.
- 10.3. Any member in good standing may request that an item be included on the agenda by providing details to the secretary at least 21 (twenty one) days prior to the annual general meeting.
- 10.4. The quorum for an annual general meeting shall be the lesser of 15 (fifteen) members or 5% of the members in good standing. Proxies will not be permitted.
- 10.5. The business of an annual general meeting shall include acceptance of the agenda, confirmation of the minutes of the previous annual general meeting, consideration of annual reports and financial statements, election of committee members, consideration of items of which notice has been provided and general business.
- 10.6. If no quorum is present within 15 minutes of the time set for the meeting, the meeting shall be postponed to the same time and day in the following week. If such day is a public holiday, the meeting shall be held on the next succeeding business day. The members in good standing at such adjourned meeting will constitute a quorum.
- 10.7. Each member, other than an appointed member, in good standing shall be entitled to 1 (one) vote.

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10.8. Voting at an AGM will be by way of a show of hands unless the chairman or at least 10 (ten) members present at the meeting determine that voting should be by ballot. Should voting by ballot be decided upon, it will be taken in such manner as the chairman of the meeting may direct. In the event of an equality of votes, the chairman of the meeting shall have a casting vote as well as a deliberative vote.

11. Special general meetings

- 11.1. The committee may at any time call a special general meeting of which at least 14 days notice will be given to members specifying the object or objects for which the meeting is called.
- 11.2. A special meeting shall be convened upon receiving a request by not less than 5% of the members in good standing. At least 14 days notice of such meeting will be given to members specifying the object or objects for which the meeting is called.
- 11.3. If no quorum of a special general meeting called by the committee is present within 15 minutes of the time set for the meeting, the meeting shall be postponed to the same time and day in the following week. If such day is a public holiday, the meeting shall be held on the succeeding business day. The members in good standing at such adjourned meeting will constitute a quorum.
- 11.4. If no quorum of a special general meeting requested by members is present within 15 minutes of the time set for the meeting, the meeting shall be dissolved.
- 11.5. Voting at a special general meeting will be in accordance with clauses 10.7 and 10.8 above.

12. Amendments to the constitution

This constitution, or any part thereof, may be amended, rescinded or altered by way of a resolution at an annual general meeting or special general meeting passed by at least two thirds of the members in good standing and entitled to vote who are present at the meeting.

13. Indemnity

Every committee member, employee or servant of SAPRA shall be indemnified by SAPRA against all costs, losses and expenses which he or she may incur or become liable to for reason, action or thing done by him or her in discharge of their duties. However, this indemnity shall not apply where the loss or cost in question is caused by his or her own gross negligence, dishonesty, wilful misconduct or breach of trust.

14. Dissolution

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- 14.1. SAPRA may be dissolved by a resolution passed at a special general meeting called for that purpose, provided that such resolution is passed by a majority of at least two thirds of the members in good standing and entitled to vote who are present and, further, that such resolution is confirmed at a special general meeting held not less than 4 (four) weeks thereafter by majority vote of members in good standing entitled to be present and vote thereon.
- 14.2. In the event of a resolution to dissolve SAPRA, its net assets after the settlement of all liabilities shall be transferred to an association or associations with similar aims and objectives and which serve the interests of the community in surrounding areas.

15. Interpretation

In the event of any doubt or disagreement regarding the interpretation of any provision of this constitution, a decision taken thereon by the SAPRA committee by majority vote will be final and binding.