



Ward 2 Forum

SERVING THE COMMUNITY TOGETHER

CONSTITUTION 16.01

5 April 2016

This Constitution is applicable to the organisation known as Ward 2 Forum as established at the Inaugural General Meeting held on 20 April 2016

Amendments will be recorded below:

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1. ESTABLISHMENT, NAME AND ORGANISATION

- (a) The organisation hereby constituted will be called **Ward 2 Forum**, which name may be designated by the acronym W2F, by which it will be called throughout this Constitution.
- (b) W2F is a nonprofit group of residents, stakeholders and property owners within the Ward 2 area of the Theewaterskloof Municipality established with the purpose of advocating the organised will of the community.
- (c) The area comprises Greyton (Heuwelkroon), Genadendal, Voorstekraal, Bereaville, and Boschmanskloof; outlying farms, businesses and individuals who have interests within the area are also included.
- (d) All operations of W2F shall henceforth be governed and conducted under and subject to the terms of this Constitution. The principal office and place of administration will be in Greyton, Western Cape.

2. NON-PROFIT ORGANISATION

- (a) W2F is and shall be a community-based organisation in terms of the Nonprofit Organisation Act (No 71 of 1997), the sole purpose of its activities shall be the furtherance and fulfilment of the aims and objectives set out in this Constitution.
- (b) All assets, property, and income of W2F shall be applied in furtherance of its aims and objectives, and no portion thereof shall be applied or be distributable to or for the benefit of any of its members or office bearers or to or for the benefit of any other person or party, other than in the ordinary course of business.

3. LEGAL PERSONA

- (a) W2F is and shall be a legal persona distinct from its membership, having perpetual succession, being capable of suing and being sued in its own name, and having the right and power in its own name to acquire and own property, and to deal therein or otherwise to dispose thereof, whether such property be movable, immovable or incorporeal.
- (b) The liability of any member in any respect shall be limited always to such member's unpaid membership fees, if any, for the then current financial year.

4. PURPOSE AND OBJECTIVES

- (a) To promote and encourage interest and participation in local government affairs.
- (b) To strengthen the communication of Government procedures, policies and legislation.
- (c) To identify reasonable and legitimate community needs and opportunities.
- (d) To motivate local government to consider these needs in their policy decisions.
- (e) To facilitate opportunities for significant and sustainable improvements in local employment.
- (f) To promote widespread interest in the recognition and protection of the environmental and architectural value of the area.

- (g) To assist in further development of an integrated community in accordance with the Constitution of South Africa.
- (h) The primary means of achieving the above objectives are, but not exclusively, as follows:
 - (1) Providing a forum for open and full discussion of all matters of community interest.
 - (2) Communicating openly with community interest groups, organisations and individuals, as well as the various tiers of government.
 - (3) Determining potential solutions to community issues, and the prioritisation of resulting actions.
 - (4) Monitoring and evaluating municipal policies, plans, reports, decisions etc that may affect the community.
 - (5) Creating partnerships between local government and the community, for the benefit of both.
 - (6) Actively participating in local government through structures such as the Ward Committee.

5. MEMBERSHIP

- (a) Membership shall be open to all individuals, societies, associations, interest groups, and institutions, including other Nonprofit organisations, that are stakeholders in the W2F area, who express the desire to participate in the affairs and activities of the W2F, so long as they subscribe to the Purpose and Objectives of W2F and abide by the terms of this Constitution.
- (b) Each person or organisation shall have only one vote, which may be exercised by proxy.
- (c) Members shall have no rights in the property or other assets of W2F solely by virtue of their being members.
- (d) Membership will be by application, which will not be unreasonably refused.
- (e) Membership fees may be determined annually, and announced at the AGM.
- (f) From time to time, membership of W2F may be associated with benefits such as access to a newsletter or website.
- (g) Members are expected to attend the AGM, where they may exercise the right to affect policies of W2F.

6. HONORARY MEMBERSHIP

The Board may elect to offer honorary lifetime membership of W2F to individuals in recognition of their contributions to the community. Such members will be exempt from paying membership fees.

7. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee may take on the power and authority that it believes to be necessary to achieve the objectives of W2F. The Executive Committee is entitled to:-

- (a) Raise funds, invite and receive membership fees and/or other contributions, to buy, hire or exchange services and/or property, and to employ persons for remuneration, on behalf of W2F.
- (b) Determine membership fees, if any, for the year as well as any benefits of membership.

- (c) Institute or defend any legal action on behalf of W2F.
- (d) Apply income and assets to the benefit of W2F, but not to its members.
- (e) Operate a Bank Account(s), subject to signatures of two (2) office bearers being required on every transfer document. When funds are to be moved out of a Bank Account, or when an asset is to be disposed of, the Chairperson's signature is required in addition to the 2 others.
- (f) Reimburse members for reasonable expenditure incurred on behalf of W2F, and agreed to by two office-bearers, the same being endorsed by the Executive Committee and recorded in the Minutes.
- (g) To set and vary the standards by which members carry out their functions and duties, including those non-members on sub-committees, in regard to general behaviour, but in particular to upholding the purpose and objectives of W2F.
- (h) To suspend or terminate membership of any group or individual whose actions could bring W2F into disrepute.
- (i) To administer and manage the affairs and activities of W2F in furtherance of its purpose and objectives.

8. DUTIES OF THE EXECUTIVE COMMITTEE

- (a) To respond to reasonable requests from members for any information on any subject relevant to the activities of W2F.
- (b) To maintain a membership list to be available for scrutiny by any member at any reasonable time.
- (c) To maintain full accounts records, including income, expenditure, assets and liabilities in a form suitable for auditing annually.
- (d) To prepare financial statements as and when required.
- (e) To convene the AGM, all Ordinary Committee meetings and any Special Meetings deemed necessary.
- (f) To prepare the annual Chairperson's Report for the AGM.
- (g) Prepare, approve and submit the required reports to the Director of Nonprofit Organisations within the prescribed time limits.
- (h) To invest any suitable funds only with financial institutes listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.
- (i) Allow any person reasonable access to the Constitution.

9. MANAGEMENT OF THE EXECUTIVE COMMITTEE

- (a) Management of W2F shall be by an Executive Committee, initially consisting of the founding members and thereafter, following adoption of this Constitution, consisting of the office bearers and other members elected as such at the AGM or otherwise in terms of this Constitution.
- (b) The office bearers shall be Chairperson, who shall also be Chairperson of W2F, Deputy Chairperson, Treasurer, and Secretary, which, together with a maximum of six (6) additional

members will constitute the Executive Committee. The same person may hold the office of Treasurer and Secretary.

- (c) The Executive Committee shall have the power to co-opt additional members to fill vacancies that may occur.
- (d) The Executive Committee may set up one or more subcommittees, with a minimum of 3 (three) members, which must report back to the Executive Committee on its actions.
- (e) The Executive Committee shall also have the power to appoint advisers to act, report on or carry out any function in respect of particular matters, within a sub-committee or not, and to consult with and to seek advice from non-members where this is deemed appropriate. Such non-members may be invited to attend meetings in an advisory capacity where the Executive Committee considers this appropriate. A non-member does not have voting rights. The Chairperson shall be *ex officio* a member of all sub-committees.
- (f) Executive Committee members elected shall hold office for twelve (12) months after which their term of office expires and they shall be eligible for re-election.
- (g) The Executive Committee shall be entitled to fill any vacancy of office howsoever arising by further election from its own number.
- (h) If a member of the Executive Committee does not attend Committee meetings, and cannot provide acceptable reasons, and only if the Committee considers such absences harmful to the proceedings of the Committee, then, subject to ratification by the full Executive Committee, that member will be asked to resign.
- (i) All members of W2F must abide by decisions that are taken by the Executive Committee.
- (j) Should (four) 4 or more Executive Committee members resign or should, for whatever reason, (four) 4 or more seats become vacant, during the term of office, the Committee shall call a Special General Meeting for the purpose of electing a new Committee to serve out the unexpired term of office.
- (k) All members of the Committee must disclose any interest which might constitute a conflict of interest and the decision of a simple majority of the elected members of the Committee shall be final in regard to the question of whether any such conflict of interest exists. Where a conflict of interest is considered to exist, the member concerned must recuse him/herself whilst any vote is carried out, but he/she may still be invited to participate in any related discussion or deliberation.

10. MEETINGS AND PROCEDURES OF THE EXECUTIVE COMMITTEE

- (a) Agendas for meetings should be circulated five (5) days before each meeting save where a meeting is convened as a matter of urgency and the Chairperson resolves that it shall take place notwithstanding that a lesser period of notice was given. All committee members must be informed in the agenda of any resolutions to be passed or decisions to be made or ratified.
- (b) The Chairperson of W2F shall act as Chairperson of the Executive Committee unless he/she is unable to attend, in which case the other members at the meeting must choose which one will chair that meeting, before the meeting actually starts.
- (c) At the start of the meeting, the attendance shall be recorded, apologies from absent members read out, and the previous Minutes, after amending if needed, confirmed as a true record. Members not attending may appoint a proxy, in writing, for specified agenda items.

- (d) At all meetings of the Executive Committee, three (3) members present at the commencement of a meeting shall constitute a quorum. Any resolution or decision of the Executive Committee, which has been passed at a meeting with less than three (3) members present, shall be of no force or effect unless and until it shall have been ratified by a majority of the Executive Committee at a subsequent meeting or confirmed by their signatures on the resolution and its motivation.
- (e) Minutes must be taken at all meetings to record the motivated resolutions and decisions taken, and shall always be available for members to consult; copies shall be circulated not later than 7 days after the meeting.
- (f) Voting at all meetings of the Executive Committees shall be by show of hands. In the event of an equality of votes the chairperson of the meeting shall have both a deliberative and a casting vote.
- (g) The Executive Committee shall be entitled to regulate procedure for its own meetings.
- (h) The Executive Committee shall meet as often as the Chairperson or another member who has agreed to be nominated by the Chairperson, in consultation with another office-bearer, may deem appropriate, but not less than once every thirty (30) days.

11. FINANCIAL YEAR

The Financial year of W2F shall be from 1st March to the last day in February.

12. THE AGM

- (a) Nominations for membership of the Executive Committee (including proposals made by founder members of W2F) shall be submitted not less than fourteen (14) days prior to the inaugural AGM. Such proposals shall be in writing and signed by a proposer and seconder, with the written agreement of the nominee.
- (b) The inaugural AGM shall be convened in order to agree this Constitution, which has been previously circulated to prospective members of W2F and to elect the members of the Executive Committee by a majority vote.
- (c) Subsequent AGMs, which shall be open to the public, shall be held on a date and at a time laid down by the Chairperson within 12 months of the first AGM, and thereafter annually in that month, unless circumstances necessitate a later date, which must be within 3 months of the end of the financial year. Such later date to be determined by the full Executive Committee.
- (d) The AGM shall be convened on not less than thirty (30) notice by suitable means which may include publication of such notice in a newspaper circulating in the W2F area, by the posting of it prominently on public notice boards, by Email, by use of the mail distribution system or by delivery by hand.
- (e) Any additional matters for the AGM agenda must be submitted in writing to the Secretary of the Committee at least fourteen (14) days before the date of the AGM. If such submission is a proposal to amend the Constitution, then full details of the amendment and its motivation must be included in the notice.
- (f) Nominations for membership of the Executive Committee shall be submitted not less than fourteen (14) days prior to the AGM. Such proposals shall be in writing and signed by a proposer and seconder, with the written agreement of the nominee.

- (g) The quorum for the AGM shall consist of twenty (20) members of W2F. A quorum should be maintained throughout the meeting and it shall be the duty of the Secretary, during the meeting, to draw to the attention of the Chairperson the fact that there is no longer a quorum, should this occur.
- (h) Requirements for the AGM are:
 - (1) To record attendance in person or by proxy.
 - (2) To record the apologies of absent members.
 - (3) To record and accept the minutes of the previous AGM.
 - (4) To receive, consider and approve the Chairperson's annual report.
 - (5) To receive, consider and approve the annual financial statements.
 - (6) To appoint an Auditor(s) for the following year.
 - (7) To elect an Executive Committee.
 - (8) To elect Honorary members.
 - (9) To discuss such other business as has been submitted in 12 (f) above.
 - (10) To discuss and consider such other business as the Chairperson may deem appropriate.
 - (11) To consider any changes to the Constitution proposed and submitted as above, which should be agreed and approved by a two-thirds majority of the members present.

13. SPECIAL GENERAL MEETINGS

- (a) Special General Meetings of W2F may be convened by the Chairperson of the Executive Committee, or on request of three (3) members of the Executive Committee, or on the request of 20 or more ordinary members of W2F.
- (b) A Special General Meeting shall be convened on not less than thirty (30) days notice by the means referred to in section 12 (d) above.
- (c) The notices shall state the precise reason(s) for the meeting, the terms of any motion sought to be considered, and the motivation therefore.
- (d) Any changes to the Constitution should be proposed and submitted as above, and approved by not less than two-thirds majority of the members present.
- (e) The quorum for the SGM shall consist of twenty (20) members of W2F.
- (f) A simple majority shall decide any issues other than changes to the Constitution put to the vote. The Chairperson shall have both a deliberative and a casting vote.

14. ORDINARY GENERAL MEETINGS

- (a) The Chairperson shall convene an Ordinary Meeting of W2F whenever directed by the Executive Committee to do so for informing the membership about any matter or matters concerning W2F, or for seeking guidance of the membership in any respect. Any such meeting shall be convened on not less than thirty (30) days notice to all members, by the means referred to in section 12 (d) above)

- (b) The Quorum at any Ordinary Meeting shall be not less than ten (10) members. In the event that any motion is intended to be discussed and voted on, and a quorum not being present, the meeting shall be adjourned for one (1) week and those members present at the recommencement of the meeting shall constitute a quorum for all purposes.
- (c) All members present at an Ordinary Meeting shall be eligible to speak and to vote. Voting by written proxy shall be allowed provided such written proxy shall have been lodged with the Secretary not less than twenty-four (24) hours prior to the commencement of the meeting.
- (d) Save as otherwise provided in this Constitution a simple majority shall decide all and any issues put to the vote. The Chairperson of any General Meeting of W2F shall have both a deliberative and a casting vote.

15. AMENDMENT OF THE CONSTITUTION

The provisions of this Constitution may only be amended at a Special General Meeting of W2F convened pursuant to a request by members in terms of clause 13 (a), or pursuant to the provisions of clause 13 (d) and (e) above. Any such amendment shall be by resolution passed by a two-thirds majority of the total of those present and those voting by written proxy.

16. TERMINATION OF THE ORGANISATION

- (a) In the event that no Executive Committee meeting is held for a period of three (3) months from the date of an AGM, or if a Special General Meeting is held to terminate W2F and resolves to do so by a two-thirds majority of those members present, then W2F shall be deemed defunct and shall be dissolved.
- (b) In the event of dissolution of W2F, and funds or assets held by W2F after discharge of all its liabilities and obligations, shall be disposed of to another similar organisation also operating on a non-profit basis.

17. LODGING OF THE CONSTITUTION

A copy of this Constitution shall be lodged at the Bank where the account(s) will be set up, and shall be deemed to be the standard, master or original and only binding Constitution of the Ward 2 Forum.

All properly proposed and approved amendments to the Constitution shall be lodged together with the above.