

CONSTITUTION OF THE NOETZIE CONSERVANCY OWNERS' ASSOCIATION

(As approved by the members at the Annual General Meeting of the Noetzie Conservancy Owners' Association on 28 December 2007)

PREAMBLE LEGAL CONTEXT

This Constitution shall be interpreted as being subject to any provision of applicable national, provincial or local legislation.

Any term which is defined in the Constitution of the Republic of South Africa shall have the same meaning when used in this Constitution.

1. NAME AND STATUS

- 1.1 The name of this association is the NOETZIE CONSERVANCY OWNERS' ASSOCIATION. Hereafter referred to as the *NCOA*.
- 1.2 The *NCOA* is an association not for financial gain.
- 1.3 The *NCOA* is the direct successor of the former Knoetzie Property Owners' Association and The Noetzie Conservancy Committee.
- 1.4 The *NCOA* is a separate legal entity, which will continue to exist despite changes in its membership. It will have the capacity to acquire rights and incur obligations independently of its members, including the capacity to own property. The *NCOA* may sue and be sued in its own name and all process of law will be regarded as sufficiently served if served on the chairman. Neither the chairman, nor any member of the executive committee or any other member of the *NCOA* shall be personally liable for any loss suffered or costs incurred in the furtherance or promotion of its objectives or in the course of litigation or otherwise.

2. OBJECTIVES

The objectives of *NCOA* are to:

- 2.1 promote Conservation as well as responsible and sustainable development in Noetzie and its adjoining areas.
- 2.2 promote the protection of indigenous plants and animals, undisturbed or important biological communities and landscapes of exceptional beauty within or adjacent to The Noetzie Conservancy.
- 2.3 represent, promote and protect the interests of the owners of erven and members of the Association in The Noetzie Conservancy as registered with Cape Nature, or its successors. This is the entire area of the former township of Noetzie, Province of the Western Cape, prior to its incorporation into the new Knysna Municipal Area, and including any areas subsequently added to The Noetzie Conservancy.

- 2.4 assist the Knysna Municipal Council, Cape Nature, and their successors or any other Authority having jurisdiction over the area to enable them to fulfill their developmental, administrative and conservation roles, to pass local rules and if considered necessary by the members to levy fees in order to provide any services or facilities not adequately provided by Knysna Municipality or other bodies.
- 2.5 obtain representation as an interested and affected party in any Environmental Impact Studies, investigations or bodies affecting The Noetzie Conservancy or adjoining areas.
- 2.6 enhance the amenities, status and attractiveness of Noetzie.
- 2.7 seek to obtain advisory, monitoring, approval, aesthetic control or veto powers over any developments and new building plans within or adjacent to the Noetzie Conservancy.
- 2.8 obtain maximum possible representation on any statutory, advisory, representative or consultative bodies having jurisdiction over The Noetzie Conservancy or adjoining areas.
- 2.9 collect funds and use such funds for the promotion of the *NCOA*'s aims and activities.

3. MEMBERSHIP

The membership shall consist of :-

- 3.1 ***Owner Members;*** All property owners, part owners or nominees of a legal or statutory entity owning any property which is a registered erf within the Resort Zone II Zoning within the area of the Noetzie Conservancy, are required, in terms of Section 1 of the Town Planning Scheme for Knoetzie, as approved and gazetted by the Government of the Western Cape, to be Owner Members of the *NCOA*, but subject to a maximum of 2 owner members per property.

Where the owner is a natural person, he shall be the Owner Member and may nominate an additional member in writing to the secretary of the *NCOA* Where the owner is a legal person, it shall nominate in writing to the secretary of the *NCOA*, the person(s) who shall be the Owner Member(s). Each erf shall have at least one Owner Member.

Such Owner Members shall, subject to all other provisions of this Constitution, automatically be registered as members and each shall pay the membership fees set from time to time by the *NCOA*. Upon payment of the subscriptions, the Owner Member(s) shall then be considered a member(s) in good standing.

- 3.2 ***Ordinary Member;*** any other person who regularly visits Noetzie and subscribes to the aims, principles and programme of action of the *NCOA*, and whose written application is supported by two Owner Members in good standing and approved by the Executive Committee, will be eligible to be an ordinary member and shall

be come a member in good standing for that year upon the payment of the annual subscriptions.

- 3.3 ***Student Member***; any person who complies with 3.2 above and is a *bona fide* student.
- 3.4 All members shall be of voting age.
- 3.5 Members shall act in the best interests of *NCOA* and in terms of participation in public, statutory or elected offices shall carry out and support the policies and requirements of *NCOA* as expressed at its general meetings.
- 3.6 Should any member take any action which brings the *NCOA* into disrepute or is contrary to the aims of the *NCOA*, the Executive Committee may upon 14 days notice, suspend the membership of such member. When so suspending such membership, the Executive Committee shall terminate such member's voting rights and/or right to participate in the proceedings of a general meeting or any of its committees.
- 3.7 Any member so suspended may within 30 days lodge an appeal which shall be heard at the next general meeting of *NCOA*, which shall in the final instance deal with such suspension, provided that the lodging of such appeal shall not stay the implementation of the suspension and will not absolve such member from the payment of any fees or levies. The meeting shall then decide whether to reinstate or expel that member.
- 3.8 The AGM shall ratify all decisions on membership taken by the Executive Committee.
- 3.9 A decision of a General Meeting or of the Executive Committee may be overturned by *Veto* conducted by a petition and signed by a 2/3 majority of Owner Members in good standing.

4. MEMBERSHIP FEES AND LEVIES

- 4.1 Each member shall pay an annual membership fee as determined by the Executive Committee and approved by the Annual General Meeting.
- 4.2 Membership fees and levies shall be approved by the Annual General Meeting each year, and become due immediately.
 - 4.2.1 Written reminders shall be sent out within 40 days after the AGM, and shall be payable within a further 30 days.
 - 4.2.2 Interest may be charged at the discretion of the Executive Committee on late payments thereafter at 20% p.a. determined from 1 November of the current financial year, i.e. the end of the previous financial year.

- 4.3 Any member failing to pay the annual membership fee by 31 October of the financial year in which it became due, shall cease to be a member of the *NCOA*, except in the case of an Owner Member, who shall *ipso facto* cease to be a member in good standing and his membership and right to vote or to participate in the proceedings of a general meeting or any committee of the *NCOA* shall be suspended for the duration of the time that his membership fee remains unpaid.
- 4.4 The membership of an Ordinary Member or Student Member who has outstanding membership fees for 2 (two) consecutive years shall automatically be terminated. Re-admission will be through the standard application process

5. GENERAL MEETINGS

- 5.1 The ultimate authority of *NCOA* resides in its general meetings.
- 5.2 The Chairman shall call a general meeting:-
- 5.2.1 at the request of the Executive Committee;
 - 5.2.2 on receipt of a written request signed on behalf of at least 10 members, of whom 50% shall be Owner Members in good standing, and containing the reasons for the request and setting out the matters to be discussed at the proposed meeting.
- 5.3 All general meetings shall be convened on not less than thirty (30) days prior written notice. The notice of the meeting must set out the agenda of the meeting.
- 5.4 A matter which has not been placed on the agenda of a general meeting may be discussed by that meeting at the conclusion of the agenda only if the majority of members present agree, and provided it is not an amendment to the Constitution.
- 5.5 All Owner and Ordinary members in good standing shall be entitled to exercise one vote each at a general meeting.
- 5.6 Members of the Executive Committee are *ex officio* delegates to general meetings.
- 5.7 An Annual General Meeting:-
- 5.7.1 shall be held at Noetzie within 3 months of the end of the financial year;
 - 5.7.2 shall elect and appoint members of an Executive Committee;
 - 5.7.3 shall approve financial statements in respect of the previous year;
 - 5.7.4 shall approve the budget in respect of the ensuing year; and

- 5.7.5 may appoint representatives to any body in which the *NCOA* has an interest or in which it has been invited to participate, and may ratify any such appointments made by the Executive Committee.
- 5.8 At least the following points shall be on the agenda of the Annual General Meeting:-
 - 5.8.1 approval of all general meetings held since the previous AGM;
 - 5.8.2 presentation of the Annual Report of the Chairman;
 - 5.8.3 presentation of the audited Annual Financial Statements;
 - 5.8.4 election of the new Executive Committee;
 - 5.8.5 adoption or otherwise of any local rules proposed by the Executive Committee during the preceding year;
 - 5.8.6 endorsement or otherwise of the Association's nominees to any body in which the *NCOA* has an interest or in which it has been invited to participate.
 - 5.8.7 any urgent matters;
 - 5.8.8 general discussion.
- 5.9 The Annual General Meeting may delegate any of its powers to the Executive Committee.
- 5.10 The Annual General Meeting may adopt rules of order for regulating the conduct of meetings.

6. QUORUM AND OTHER PROCEDURES OF THE GENERAL MEETING

- 6.1 A quorum shall consist of 25% of the Owner Members in good standing in person or by proxy.
- 6.2 An Owner Member in good standing may be represented at a General Meeting by a proxy, provided that the proxy shall himself be a member in good standing.
- 6.3 The instrument appointing a proxy shall be in writing and signed by the Owner Member if he is a natural person or the legal representative of the owner where it is a legal person. The proxy form shall be deposited with the Chairman and Secretary at least two weeks prior to the General Meeting. The proxy may only exercise a vote at the meeting for which it has been nominated or for any adjournment thereof and only in a vote for which the vote of an Owner Member is specifically required as per paragraph 11 and 12.
- 6.2 If a quorum is not present at an Annual General Meeting, the meeting shall be adjourned and a further meeting shall be convened within 10 days and the members present at the adjourned meeting shall constitute a quorum for that meeting.
- 6.3 Unless otherwise provided for in the Constitution, decisions of the general meeting shall be taken by a majority of votes cast by show of hands or by a secret ballot, if requested for any specific vote by more than one member at the general meeting.
- 6.4 The Chairman at any meeting has a deliberative vote and may exercise a casting vote if there is an equality of votes.
- 6.5 The general meeting or the Executive Committee may appoint any permanent or *ad hoc* committee or appoint advisers with special knowledge for particular tasks and may mandate them to perform any such task as it may deem fit.
- 6.6 All members of committees must be members in good standing of the NCOA provided that a committee may, with the approval of the Executive Committee, co-opt persons with specialized knowledge to advise such committee.
- 6.7 Committees shall meet as often as is necessary to complete their tasks.

7. THE EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall consist of eight (8) persons, of whom at least four (4) shall be Owner Members in good standing, and shall appoint a Chairman,

Vice-Chairman, Secretary and Treasurer.

- 7.1.1 The first Executive Committee shall consist of the six members of the executive committee of the Knoetzie Property Owners' Association at its dissolution and two vacancies to be filled at the inaugural meeting.
 - 7.1.2 The members of the Executive Committee shall, subject to the provisions of 7.1.3, be elected for a period of three years.
 - 7.1.3 Each year two members of the Executive Committee shall stand down by rotation and two replacement members shall be elected; provided that the order of rotation of the first Executive Committee members shall be the same order of rotation of the executive committee members of the Knoetzie Property Owners' Association at its dissolution.
 - 7.1.4 A member of the Executive Committee standing down shall be eligible for re-election for a further three-year period; provided that a member shall not serve on the Executive Committee for more than two consecutive three-year periods, after which he may serve again after an absence of at least one year.
- 7.2 The Executive Committee exercises the authority of *NCOA* between general meetings and shall :-
- 7.2.1 act in accordance with the directions of any general meeting; and
 - 7.2.2 submit a report of its activities during the previous year to each Annual General Meeting.
- 7.3 In particular, the Executive Committee may :-
- 7.3.1 open a banking account;
 - 7.3.2 invest money;
 - 7.3.3 determine the signatories required for the operation of any banking account;
 - 7.3.4 appoint office bearers to its portfolios;
 - 7.3.5 make representations to central, provincial or local government or non-governmental organisations as and when it is deemed appropriate;
 - 7.3.6 do all other things which are necessary, including compiling local rules for the exercise of the power and authority described in Clause 2;
 - 7.3.7 fill any vacancies arising between Annual General meetings in respect of delegates appointed by an Annual General meeting to any body, working

group, committee or delegation and appoint delegates to any new body which may be put in place between Annual General meetings;

- 7.3.8 issue to any member or members any directive relating to the business of NCOA;
- 7.3.9 terminate the voting rights, the right of participation or the membership of a member as provided for in the Constitution.
- 7.4 The Executive Committee members shall, where possible, be representative of the different portions of Noetzie and of the geographical areas where the Owner and Ordinary members normally reside.
- 7.5 A convener of a committee or working group of the Association who is not a member of the Executive Committee may attend meetings of the Executive Committee but may not vote.
- 7.6 If it is impractical to convene full meetings of the Executive Committee due to geographical separation, meetings shall be held on the basis of a properly minuted telephone conference meeting or a split meeting, i.e. a meeting held in one centre with all aspects discussed, minuted and passed to the other centres for comment, amplification and re-minuting.
- 7.7 Any member of the Executive Committee who fails to attend three (3) consecutive meetings without having been granted leave of absence shall *ipso facto* lose his seat on the Executive Committee.
- 7.8 Decisions of the Executive Committee shall be by simple majority of its elected members, provided that if there is equality of votes the Chairman may exercise a casting vote.

8. GENERAL MATTERS

- 8.1 The NCOA may register itself and/or maintain its registration as a political party or interest group in such a fashion as to enable it to comply with any regulations enabling it to contest elections for or make nominations to any suitable representative body on which it may be entitled or invited to be represented.
- 8.2 The NCOA shall support the candidacy of any member in good standing who stands as a Ward Committee Representative or Ward Candidate on its behalf for election to the Knysna Municipal Council or any other Local Authority or body having jurisdiction over The Noetzie Conservancy
- 8.3 Only members of the NCOA in good standing are eligible for nomination.
- 8.4 Should any nominee of the NCOA cease to be a member of the NCOA or not receive reconfirmation of his nomination to any appropriate body he shall *ipso*

facto cease to be the NCOA nominee and shall vacate his seat on such body forthwith. He shall be replaced on that body by the next NCOA nominee.

9. FINANCIAL MANAGEMENT

The financial year of the NCOA shall end on 31 October each year.

10. ERRORS AND OMISSIONS

10.1 No decision of any meeting of the NCOA or any of its Committees will be invalid because :-

10.1.1 of a *bona fide* error in the appointment of any delegate, committee member, office bearer or official; or

10.1.2 notice of any meeting has not been received by any person.

11. AMENDMENTS TO THE CONSTITUTION

11.1 This constitution may be amended only at an Annual General Meeting (or a Special General Meeting convened specifically for that purpose) if :-

11.1.1 thirty (30) days written notice of the proposed amendment is given to all members and office bearers; and

11.1.2 two-thirds (2/3) of members present and in good standing, and of whom 50% shall be Owner Members in good standing, vote in person or by proxy in favour of the amendment.

12. DISSOLUTION OF NCOA

12.1 The NCOA may be dissolved by a resolution of two thirds (2/3) of the votes of the owner members in person or by proxy and in good standing at a general meeting. Any surplus assets shall be distributed to a successor of the NCOA or an NGO, not for profit, that has similar aims and objectives to the NCOA after deduction of any debts.

Approved on 28 December 2007