

Sea Point, Fresnaye and Bantry Bay Ratepayers & Residents Association

Proposed Changes to the SFB Constitution

1. NAME OF THE ASSOCIATION

The name of the Association shall be: Sea Point, Fresnaye and Bantry Bay Ratepayers and Residents Association, abbreviated name: "SFB" (hereinafter referred to as "SFB")

2. LEGAL STATUS OF THE ASSOCIATION

- 2.1 SFB is authorised to operate in the geographic areas of Sea Point, Three Anchor Bay, Fresnaye and Bantry Bay (hereinafter referred to as "the Area").
- 2.2 SFB is an *universitas personarum* and has not been formed for the purpose of carrying on any business and does not have for its object the acquisition of gain by SFB or its individual members and this essential character shall remain fixed and immutable throughout its existence.
- 2.3 SFB is a body distinct from its Members or office-bearers liable only for its own debts and any assistance granted to any person or body, whether corporate or unincorporated, shall not render it liable for the debts of such person or body.
- 2.4 SFB may continue to exist even with changes in its membership and/or changes to membership of the Executive Committee and/or any Sub-committee thereof.
- 2.5 SFB may sue or be sued in its own name, on the basis that it does not have the authority to bind a specific Member of SFB in their individual capacity.
- 2.6 Members of SFB (herein after referred to as "Members"). Members of the Executive Committee and/or any Sub-committee thereof, shall have no rights to or over any assets or property owned by SFB.
- 2.7 Members of the Executive Committee and/or any Sub-committee thereof, shall not be personally liable for any debts, engagements, liabilities or obligations of SFB or any loss suffered by SFB.
- 2.8 The income and property of SFB shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, Member, members of the Executive Committee and/or any Sub-committee thereof, except as reasonable compensation for services actually rendered to SFB or reimbursement of actual costs or expenses reasonably incurred on behalf of SFB in accordance with paragraph 6.

3. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are to:

- 3.1 advance and safeguard the interests of the Area and ratepayers and residents of the Area;
- 3.2 provide a public forum for the discussion and resolution of concerns regarding the full range of civic issues that affect the Area;
- 3.3 identify, express and address the concerns of the community within the Area of SFB;
- 3.4 represent the interests of the community of the Area in civic matters;
- 3.5 actively engage in the development of and contribution to the policies and affairs of the City of Cape Town and of the Sub-Council of which SFB is part;
- 3.6 develop and foster relationships with associations which have similar objectives in the Area and other parts of the City of Cape Town;
- 3.7 Conserve the environment, beauty, character and heritage of the Area; and
- 3.8 foster an environment in the Area which is consistent with the objectives of the Constitution of the Republic of South Africa.

4. POWERS OF THE ASSOCIATION

The Association has the powers to:

- 4.1 partner with other Civic Associations, Non-profit Organisations and other stakeholders and co-operate with Organisations on matters that will likely further SFB's objectives;
- 4.2 work with our local Municipal Authorities to promote and safeguard civic interests;
- 4.3 appoint one or more Members as representatives to the relevant Forums, Councils or any representative body that warrants representation;
- 4.4 initiate or defend legal actions in accordance with paragraph 12.6;
- 4.5 generate funds in order to meet its objectives;
- 4.6 take any appropriate action deemed necessary to further the interests of Members of SFB.
- 4.7 In exercising its powers, SFB shall endeavour to:
 - 4.7.i exemplify democratic principles as espoused in the South African Constitution;

- 4.7.ii commit to full transparency to the Members in all matters;
- 4.7.iii respect the values of the Bill of Rights in the South African Constitution; and
- 4.7.iv strive to represent the interests and concerns of the SFB community without being party political or religiously aligned.

5. FINANCES OF THE ASSOCIATION

- 5.1 The financial year of SFB is 1st January to 31st December.
- 5.2 SFB through the Executive Committee shall be empowered to raise funds from Members by way of subscriptions, donations, sponsorship and/or other methods so approved, in order to conduct the affairs of SFB on a competent and sound financial basis. All funds raised in this manner shall be deposited to the credit of SFB in a bank account in the name of SFB with a registered deposit-taking institution.
- 5.3 There shall be three signatories for the SFB bank account, one of whom must be the Treasurer and the other two must be Executive Committee members.
- 5.4 Any financial transaction shall require authorisation in accordance with paragraph 6.6 below. Authorisation can be affected by email communication.
- 5.5 Any contract between SFB and a service provider that exceeds three (3) months in duration or has persisted for more than three months should be committed to writing and agreed to by a majority of the Executive Committee and signed by one (1) of the authorised signatories.
- 5.6 SFB shall adopt and amend, from time to time, clear Procurement and Financial Procedures, which are regularly reviewed.
 - 5.6.i The procedures will identify expenditures which are minor and those which are major, based on the size of the payment and will put in place levels of oversight proportional to whether the payment is minor or major.
 - 5.6.ii Any minor expenditures must be approved in conformity with SFB Procurement and Financial Procedures and authorised by one (1) of the designated signatories.
 - 5.6.iii Any major expenditures exceeding a monetary limit defined in SFB's Procurement and Financial Procedures, must be approved by the Executive Committee and in conformity with SFB's Procurement and Financial Procedures and authorised by one (1) of the designated signatories.
 - 5.6.iv The procedures will provide for emergency expenditure for urgent need. Any such urgent expenditure must be recorded in the appropriate SFB meeting minutes and circulated to Members. The circumstances of such expenditure are open for discussion at any Association meeting.

- 5.6.v Should the Treasurer be away for any period of time, the Treasurer will designate in writing a member of the Executive Committee as a temporary signatory in his/her place for this purpose.
- 5.7 Monthly income and expenditure statements will be presented at Executive Committee meetings for discussion and clarification.
- 5.8 Any Member, including Executive Committee members, may be reimbursed for direct costs incurred in carrying out an activity agreed by SFB. Reimbursement should be made in terms of the Procurement and Financial Procedures adopted by the SFB.
- 5.9 Executive Committee Members may not be remunerated for activities undertaken in fulfilling their elected duties and responsibilities, except for in exceptional circumstances, Executive Committee Members may be remunerated for activities undertaken outside of their elected duties and responsibilities (as defined in the Management Charter), where they are deemed the most appropriate person to do so. In such circumstance, the Executive Committee must first approve such an agreement based on a cogent motivation and the decision should be minuted in a duly constituted Executive Committee meeting and reported to Members of SFB at the next Annual General Meeting when financial statements are presented.
- 5.10 SFB shall within two (2) months after the end of its financial year, draw up an annual financial statement according to applicable financial reporting standards.
- 5.11 Within three(3) months after drawing up its financial statements, SFB must arrange for an accounting officer to compile a written report stating whether the financial statements are consistent with its accounting records; the accounting policies are appropriate and have been consistently applied; and that SFB has complied with:
 - 5.11.i the provisions of the Non-profit Organizations Act No. 71 of 1997;
 - 5.11.ii requirements and conditions set out in the Income Tax Act applicable to Public Benefit Organisations (PBO); and
 - 5.11.iii its Constitution.

6. MEMBERSHIP

- 6.1 The membership shall be open to all persons eighteen (18) years and older in the following categories:
 - 6.1.i A resident within the Area.
 - 6.1.ii A ratepayer within the Area.
 - 6.1.iii A nominated representative of a business located within the Area.
 - 6.1.iv A nominated representative of a body corporate located within the Area.

- 6.1.v A nominated representative of a non-profit organisation, as defined in terms of the Non-profit Organisations Act, operating within the Area.
- 6.2 Members in categories (6.1.iii),(6.1.iv) and (6.1.v) constituted as legal persons must nominate a natural person, being either the owner, director, manager or employee, as it deems fit to act as its authorised representative; such authorised representative shall be entitled to attend, speak and, with reference to Members in good standing, vote at any Special General Meeting or Annual General Meeting.(Hereinafter referred to as “SGM” and “AGM” respectively.)
- 6.3 Where the authorised representative identified above in terms of paragraph 6.2 (business owner/representative, body corporate representative or non-profit organisation representative) is also a ratepayer or resident of the Area, he or she may also exercise their rights as an individual member in terms of paragraph 6.1.i and 6.1.ii, provided they are in good standing with SFB.
- 6.4 A person who has rendered outstanding service to SFB maybe granted Honorary Life Membership to SFB by resolution supported by two-thirds of the members at the AGM. Particulars to support such a proposal shall be included in the notice convening the AGM. Honorary Life Members are required to adhere to the SFB Constitution and Code of Conduct.
- 6.5 **Members Rights.**
- 6.5.i Only fully paid-up Members shall be entitled to:
- (a) One vote at meetings in accordance with the provisions of paragraphs 8.3 and 15.7.
 - (b) Be eligible for membership of the Executive Committee providing they comply with paragraph 10.4.
 - (c) Nominate or second candidates for the Executive Committee.
 - (d) Vote for Members of the Executive Committee.
 - (e) Serve on any Sub-committee.
- 6.5.ii Members are entitled to privacy protections in terms of the Protection of Personal Information Act of 2013, as amended. Specifically, the identity and contacts of Members is not to be divulged to third parties without the Member’s permission.

7. SUBSCRIPTION FEES

- 7.1 Members shall pay a subscription per Member per annum. Annual subscription fees shall be determined according to the categories of Member set out in 5.1.
- 7.2 The annual subscription fee for each category will be determined and may be amended at an AGM or SGM of SFB by a simple majority of Members present.

- 7.3 Subscription fees shall be due and payable by a Member on joining SFB. Thereafter subscriptions for the next year shall become payable before the AGM.
- 7.4 Subscription fees allow Members to participate in SFB and limit their legal liability to the value of their prepaid annual subscription fee.
- 7.5 Subscription fees can be paid in cash at the offices of SFB and by any other reasonable electronic means of payment. The Executive Committee will determine the procedure for electronic payments.

8. ACCEPTANCE OF MEMBERS

- 8.1** An application for membership to SFB shall be made to the Secretary and/or Administrator of SFB in writing on a prescribed form. Eligibility for membership must be confirmed by submission of proof of address consistent with paragraphs 2.1 and 6.1.
- 8.2** On receipt of the prima facie proof of address in terms of paragraphs 2.1 and 6.1 the Treasurer shall ratify the application for membership and invoice the applicant for their appropriate subscription fee.
- 8.3** On receipt of the payment of the applicant's subscription fee their membership shall be approved, and the applicant shall be considered a Member with full membership rights per paragraph 6.5. providing that:
 - 8.3.i** the application is not one (1) month prior to the AGM; and / or
 - 8.3.ii** the application is not one (1) month prior to an SGM.
 - 8.3.iii** In such instances contemplated in 8.3.i and 8.3.ii above full membership rights will only confer on the Member post the AGM and / or SGM.
- 8.4** Should the applicant not be able to provide the proof required in terms of 8.1 then the Treasurer shall be required to review their application and determine whether it meets the membership criteria. Should the Treasurer deem the application meets the membership criteria he / she will record on the Roll of Members the reason for his / her decision.
- 8.5** Any Member may raise a query regarding the adherence to membership criteria of any other Member with the Executive Committee. On receipt of such query the Executive Committee will be required to determine whether the Member in question does in fact meet the membership criteria. Where they do not the Executive Committee will be required to terminate such membership and refund any subscription fee paid for that year.
- 8.6** If the Executive Committee rejects the application, the Secretary shall inform the applicant and provide written reason for refusal. The rejected applicant will have the right of review by motivating why he or she should be granted membership. The Executive Committee must, in good faith, reconsider its decision, with any new information at hand.
- 8.7** Should the Executive Committee confirm the decision to refuse membership, this decision must be sanctioned by resolution of two-thirds of the Members present at

the next AGM or SGM, otherwise it will lapse.

- 8.8** Renewal of existing membership can take place on payment of the appropriate subscription fee without requirement for proof of residence.
- 8.9** It is the Executive Committee's responsibility to maintain a Roll of Members that is up to date and consistent with this constitution. The Chairperson of the Executive Committee will be required to provide a declaration in writing to each AGM confirming that the Roll of Members has been maintained in an accurate manner.

9. TERMINATION OF MEMBERSHIP

- 9.1** Membership to SFB automatically terminates upon the receipt by SFB of a notification of the death of a natural Member or dissolution of an organisational Member, and written resignation.
- 9.2** Membership to SFB shall terminate upon receipt of a written resignation from a Members addressed to the office of SFB.
- 9.3** Membership to SFB terminates if a Member is removed from the Roll of Members following a resolution of the Executive Committee for one and / or more of the following reasons:
 - 9.3.i** Pursuant to a decision by the Executive Committee or a disciplinary committee appointed by the Executive Committee for any serious misconduct as set out in SFB's Code of Conduct. Provided that the Member has been given an opportunity to make written or verbal representations to the Executive Committee or, where applicable, a disciplinary Sub-committee pertaining to the proposed termination, and the decision to terminate membership was confirmed by resolution of two-thirds of the Members present at the next AGM or SGM, otherwise it will lapse; and/or
 - 9.3.ii** If the Member is no longer eligible for membership pursuant to sub-paragraph 6.1; and/or
 - 9.3.iii** The Member's subscription fee is in arrears for twelve (12) months or longer.
- 9.4** If the Executive Committee has commenced proceedings for the termination of membership, it may suspend that member's membership until the next AGM or SGM.

10. OPERATION OF THE ASSOCIATION

- 10.1** The affairs of SFB shall be administered by an Executive Committee (hereinafter referred to as "the Executive Committee").
- 10.2** The Executive Committee is made up of Members elected at the AGM. The number of members of the Executive Committee shall be thirteen (13)

10.3 The Executive Committee members will at their first meeting following election, elect the Chairperson, Deputy Chairperson, Secretary and Treasurer as well as other portfolio representatives as identified by the Standing Sub-committees. Details of all portfolio roles and associated duties will be detailed in the Management Charter which will be available on SFB's website

10.4 **Eligibility to serve on the Executive Committee:**

10.4.i No person holding political office shall be eligible to serve on the Executive Committee but may attend meetings in an advisory capacity and may participate in discussion at such meetings.

10.4.ii The following persons shall not be eligible to stand for membership of, or be co-opted onto, the Executive Committee or any Sub-committee thereof:

(a) Anyone whose membership has been terminated in the past in terms of paragraph 9.3;

(b) Anyone who has been found in terms of paragraph 18.3 to have brought SFB into disrepute in the past;

(c) Anyone who is an unrehabilitated insolvent in terms of the Companies Act;

(d) Anyone who has been convicted of a criminal act involving dishonesty; and

(e) Anyone found to have materially breached the Code of Conduct of SFB.

10.4.iii Executive Committee members who during their term are found to be ineligible in terms of the requirements of 9.3.ii shall immediately be considered to have resigned their position.

11. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee powers include such powers as are necessary to accomplish the objective of SFB. Such powers shall include but are not be limited to the following:

11.1 the operation of banking accounts with all powers required by such operations;

11.2 the investment and re-investment of monies of SFB not immediately required, in such a manner as may from time to time be determined by SFB;

11.3 the making of, entering into and carrying out of contracts or agreements for any of the purposes of SFB;

11.4 the employment and compensation of service providers;

11.5 the appointment of a paid Administrator to provide supporting services to the SFB;

11.6 overseeing the financial matters of SFB in accordance with paragraph 5;

11.7 Legal action:

11.7.i The Executive Committee may initiate or defend legal actions in the name of SFB and appoint legal representatives for this purpose providing such legal actions are authorised at an SGM of SFB;

11.7.ii Urgent legal action by the Executive Committee may only be initiated in order to safeguard the interests of SFB and/or the interests of Members of SFB and/or the interests of residents, ratepayers and/or businesses in the Area if:

(a) the affected interests will be prejudiced by delaying legal procedures until the Chairperson or a member of the Executive Committee or the legal representatives of SFB are duly authorised by a properly constituted SGM; and

(b) at least three-quarters of the Executive Committee have approved the legal action. Approval can be affected by email communication; and

(c) all SFB Members are informed, using email and any other appropriate means, including notification on the SFB website, of the decision within five (5) days and given an opportunity to express any concerns about the action.

11.8 the appointment of any Sub-committee, with one (1) or more members drawn from Executive Committee, and granting such powers to it as may be deemed necessary;

12. DUTIES OF THE EXECUTIVE COMMITTEE

12.1 The duties of the different portfolio holders on the Executive Committee will be defined in a Management Charter adopted by SFB and available for public review on the SFB website.

12.2 Where an Executive Committee member fails to fulfil their tasks, he or she will be subject to review by the rest of the Executive Committee, which may result in removal of the said member from the Executive Committee.

12.3 Any member of the Executive Committee who has any financial, political, business or personal interest or is conflict in any matter under discussion, must declare such interest or conflict and recuse him/herself from such discussions and any vote thereon. Failure to do so will be deemed to be a material breach of conduct and contrary to the SFB Code of Conduct set out in paragraph 18.

12.4 The Executive Committee through the Secretary shall ensure that minutes are kept of all meetings. These minutes shall record the date and place of the meeting,

attendance at the meeting, summary of proceedings as well as details of any decisions taken by the Committee together with any dissenting views. Copies of these minutes will be made available to Members on the SFB website.

13. VACANCIES ON THE EXECUTIVE COMMITTEE, ABSENT EXECUTIVE COMMITTEE MEMBERS AND CO-OPTING MEMBERS ONTO THE EXECUTIVE COMMITTEE

- 13.1** In the event of the death, resignation or incapacity of the Chairperson, the Deputy Chairperson shall become the Acting Chairperson and the office of Deputy Chairperson shall be taken over by one of the other Executive Committee members.
- 13.2** In the event that both the Chairperson and Deputy Chairperson are absent, the Executive Committee members present shall elect a Chairperson from among those present for that meeting.
- 13.3** The Executive Committee may fill an Executive Committee position by co-opting a Member of SFB. First consideration for a co-opted member should be from those eligible Members who stood for election (unsuccessfully) at the previous AGM. Prior to such a co-option, two-thirds of the Executive Committee must signify their support for the co-option of the eligible Member/s. The co-opted Members will have voting powers on the committee.
- 13.4** The Executive Committee may co-opt other Members onto the Executive Committee, to fulfil a specific, temporary role, as may be deemed necessary by the Executive Committee. Such co-opted Members will not have voting powers on the committee.
- 13.5** Where the number of co-opted Members, with voting powers, serving on the Executive Committee, who were not elected at the last AGM, exceeds forty percent (40%) of the Executive Committee then the Chairperson will be required to call an SGM for the purposes of electing an Executive Committee. In such instance all members of the Executive Committee will be permitted to stand for re-election if they so desire.
- 13.6** An Executive Committee member may be removed in terms of a resolution agreed by the Executive Committee, after being absent at two (2) consecutive Executive Committee meetings without an excuse considered reasonable in the Executive Committee's sole discretion.
- 13.7** The Executive Committee may grant an Executive Committee member leave of absence from more than two (2) consecutive Executive Committee meetings and may consult to temporarily co-opt a member from the Sub-committee on which such an Executive Committee member serves for the duration of their leave.
- 13.8** Leave of Absence can be granted for a maximum of four (4) months after which the Executive Committee member will be considered to have resigned their position. The Executive Committee may temporarily co-opt a Member to serve on the Executive Committee for the duration of their leave. The co-opted Members will have voting powers on the committee.

- 13.9** All Members of SFB are permitted to attend and observe Executive Committee meetings. However, only Executive Committee members may speak in Executive Committee meetings.

14. SUB-COMMITTEES

- 14.1 SFB will implement its activities through Sub-committees which may be either Standing Sub-Committees or Time Limited Sub-Committees
- 14.2 Standing Sub Committees (herein after referred to as “SSC”) should comply with the following:
- 14.2.i They should have clear Terms of Reference which will include how they report to the Executive Committee and to Members. These Terms of Reference will be available on the SFB website.
 - 14.2.ii The Terms of Reference of each SSC will also identify those decisions which would require the ratification of the Executive Committee.
 - 14.2.iii The Chairperson of each SSC must be a member of the Executive Committee and represent the Sub-committee on the Executive Committee. Such Chairperson should not be a Chairperson of any other SSC. The Executive Committee will determine who amongst themselves, will Chair each SSC.
 - 14.2.iv The Chairperson of each SSC can co-opt members to serve on the SSC.
 - 14.2.v Each SSC shall be constituted within one (1) month of the AGM. The membership of the SSC should be proposed by the SSC Chairperson and approved by the Executive Committee. Any subsequent changes to the membership of the SSC requires approval of the Executive Committee.
 - 14.2.vi All SSC decisions shall be properly minuted recording: the date and place of the meeting, attendance at the meeting, summary of proceedings as well as details of any decisions taken by the SSC together with any dissenting views. Copies of these minutes will be made available to Members on the SFB website.
- 14.3 A Time Limited Sub-Committee (herein after referred to as “TLSC”) can be established for a specific purpose by the Executive Committee. Such purpose should be minuted together with the anticipated time required to achieve its purpose.
- 14.3.i Each TLSC should include as members at least one (1) Executive Committee member. The Chairperson of each TLSC can co-opt members to serve on the TLSC. The membership of the TLSC should be proposed by the TLSC Chairperson and approved by the Executive Committee.
 - 14.3.ii Each TLSC shall make decisions by a simple majority with the TLSC’s Chairperson having the casting vote.

- 14.3.iii Where a TLSC remains in existence for more than a year then the Executive Committee Chairperson will be required to put to the Executive Committee the reasons why such TLSC should not be constituted as an SSC. Failing such the TLSC shall be considered an SSC and be required to operate as such.

15. MEETINGS

- 15.1** SFB meetings shall be conducted in accordance with the Constitution of SFB.

- 15.2** The AGM and SGM shall be open to the public and the media.

15.3 Notice of Meetings

- 15.3.i Notice of the day, hour and venue of the AGM shall be advertised to SFB Members and other community members, using email and, as appropriate, all other public platforms including the SFB's website and newsletter, not less than twenty-one (21) days prior to the meeting.
- 15.3.ii The Executive Committee may at any time call an SGM of Members by giving not less than twenty-one (21) days' notice. Notification of the SGM must specify for what purpose the meeting is being called.
- 15.3.iii A minimum of seven (7) days' notice is required for all other meetings. In the case of SSC and TLSC meetings, notice may be shortened, if there is written consent from at least half of the members of the SSC or TLSC. Consent can be affected by email communication.
- 15.3.iv The non-receipt of a validly distributed notice by any Member shall not invalidate the proceedings at any meeting.

15.4 Scheduling of Meetings

To pursue the objectives as outlined in paragraph 3, the following meetings shall be scheduled:

- 15.4.i An Annual General Meeting (AGM) must be held at a venue in the Area before the 30th of April each year
- 15.4.ii A Special General Meetings (SGM) must be convened if at least twenty-five (25) Members of the SFB or at least two-thirds of the members of the Executive Committee request the convening of an SGM. The request must be made in writing to the Secretary and must indicate the reason for the meeting.
- 15.4.iii Executive Committee Meetings to be held monthly unless agreed by the Executive Committee, providing that the Executive Committee holds at least ten (10) meetings per year and at least one (1) meeting per quarter.

15.5 Meetings' Agendas

- 15.5.i Only the business as specified in the meeting's Agenda shall be transacted at such a meeting; unless exceptional circumstances prevail or an urgent issue has supervened, the Committee may at its discretion add such items to the Agenda.
- 15.5.ii AGM and SGM Agenda's will be posted on the website ten (10) days prior to the meeting's date.
- 15.5.iii In accordance with a Sub-committee's Terms of Reference such Sub-committee may be required to post meeting's agenda & minutes on the SFB website.

15.6 Quorum at Meetings

- 15.6.i At an AGM or SGM, the quorum shall be thirty (30) Members or one-third of the membership, whichever is the lowest.
- 15.6.ii The quorum at Executive Committee meetings shall be fifty percent (50%) plus one (1) of the number on the Executive Committee.
- 15.6.iii When there is no quorum at any meeting (excepting Special Committee Meetings), that meeting shall be adjourned for a maximum of fourteen (14) days so that a quorate meeting can be called.

15.7 Voting Procedures at Meetings

- 15.7.i At an AGM and an SGM, all Members in good standing can vote subject to stipulations in paragraph 8.3. SFB may institute checks at the start of meetings to confirm that Members in good standing are identified for purpose of voting during the meeting.
- 15.7.ii At Executive Committee meetings, Members may attend meetings but do not have voting rights. (Per paragraph 13.10)
- 15.7.iii Members have to be present in person to vote unless a proxy process has been completed and accepted prior to the meeting.
- 15.7.iv Proxy Process:**
 - (a) If a Member is unable to attend an SGM or an AGM, he or she may nominate another Member to be their proxy. In nominating a proxy, the Member accepts that he or she is giving the proxy a general proxy which enables the proxy to vote however he or she sees fit on any matter at the meeting.
 - (b) A proxy appointment must be in writing, include the name and signature of; the Member, a witness and the proxy.

- (c) The completed proxy must be delivered to the Secretary not less than forty-eight (48) hours prior to the scheduled meeting.
 - (d) The Secretary must verify the proxy as valid before voting begins and should inform the meeting of how many proxies have been received.
 - (e) A single Member may not act as proxy for more than 2 other Members.
 - (f) A proxy may be used to establish a quorum.
- 15.7.v Except for the election of the Executive Committee, every question submitted to a meeting shall be decided by a show of hands, except where a majority of Members call for a secret ballot. Proxy votes may only be cast if the question is to be decided by a secret ballot.
- 15.7.vi The Chairperson shall have a second or casting vote when the number of votes cast for and against are equal.
- 15.7.vii The voting procedure for the determination of the Executive Committee Membership must take place as follows:
- (a) By secret ballot.
 - (b) The voting process must take place in an open area of the meeting venue.
 - (c) The receipt of a ballot paper and the cast of the vote must happen in a single process.
 - (d) Ballot papers will only be issued to Members in good standing.
 - (e) Different colour voting papers will be issued to proxy votes.

16. THE ANNUAL GENERAL MEETING (AGM)

16.1 The business of the AGM

The business to be transacted at the Annual General Meeting shall be:

- 16.1.i the confirmation of the minutes of the previous AGM and any SGM held since the previous AGM;
- 16.1.ii the presentation and adoption of the Annual Report of the Chairperson;
- 16.1.iii the presentation and adoption of the reports of the Chairpersons' of the SSCs
- 16.1.iv the consideration of the Annual Financial Statements;
- 16.1.v the election of Members from the proposed Candidates to serve on the Executive Committee for the following year;

- 16.1.vi the appointment of the accounting officer for SFB for the coming year;
 - 16.1.vii the adjustment of the membership subscription, where deemed necessary;
 - 16.1.viii any other matters as may be considered appropriate such as any resolution to be proposed by a Member; and
 - 16.1.ix addressing issues or concerns of Members in an open discussion time.
- 16.2 Documents referred to in paragraph 17.1 in support of the AGM must be circulated to Members and be available on the SFB website at least five (5) days prior to the AGM.
- 16.2.i This includes but is not limited to:
 - (a) The minutes of the previous AGM or any SGM held since the previous AGM;
 - (b) The Chairperson’s Annual Report;
 - (c) SFB’s Financial Statements;
 - (d) Any resolution submitted for discussion; and
 - (e) A list of the Candidates for the Executive Committee, including relevant biographical information and their motivation as outlined in 19.5(b)
 - 16.2.ii Failure to circulate these documents within the time period indicated above invalidates the AGM.

16.3 Nomination of Executive Committee Members

Rules for nomination of Members for election to the Executive Committee at the AGM:

- 16.3.i In conjunction with the announcement of the Annual General Meeting’s date, the roles and responsibilities of the different portfolios of the Executive Committee will be clarified in writing, and concur with the Management Charter, and nominations for the Executive Committee invited.
- 16.3.ii Nominations must be made by two (2) Members in good standing. Nominations are to be accompanied by:
 - (a) confirmation of acceptance from the Nominee;
 - (b) relevant biographical information of the Nominee;
 - (c) a brief motivation outlining the Nominee’s skills and expertise; and
 - (d) Completion of an Affidavit by the Nominee confirming that they firstly: meet the eligibility requirements set out in paragraphs 10.4.i & 10.4.ii and secondly: to declare any direct or indirect existing interest that the

Nominees has that could result in a conflict of interest in performing their duties on the Executive Committee, as well as an undertaking that should a potential conflict of interest arise while serving on the Executive Committee the nominee will declare the potential conflict of interest to the Executive Committee.

- 16.3.iii Nominations should be submitted to the Secretary in writing no later than seven (7) days prior to the meeting.
- 16.3.iv All nominees that meet the requirements to serve on the Executive Committee will be proposed as Candidates at the AGM.
- 16.3.v Candidates who are not present at the AGM in extraordinary circumstances are still eligible for election.

16.4 Process for electing the Executive Committee members

- 16.4.i At each Annual General Meeting, all the Executive Committee members will retire from office, but shall be entitled to stand for re-election providing they remain eligible in terms of paragraphs 10.4.i and 10.4. ii.
- 16.4.ii Candidates present at the AGM must verbally and briefly outline their biographical information, skills and expertise relevant to SFB and the Executive Committee as motivation.
- 16.4.iii In exceptional circumstances should the Candidate not be present at the AGM, the motivation can be presented by a proxy.
- 16.4.iv After the presentation by Candidates, opportunities for raising concerns and questions will be provided to voting Members prior to the election. This opportunity may not be abused, nor will any abusive comments be permitted. The chairperson of the AGM may disallow any inappropriate comment in his or her sole discretion.
- 16.4.v Each Candidate will be offered equal opportunity for rebuttal prior to the start of voting procedures.

17. ASSOCIATIONS COMMITMENT TO TRANSPARENCY

SFB is committed to being fully transparent to Members in respect of its operations and decisions. In this regard:

- 17.1 All minutes of all Executive Committee and SSC meetings shall be finalised and posted onto the Association's website within 5 working days (with the remark 'subject to approval by EXCO'). At the next Executive Committee meeting the minutes shall be adopted and the remark on the Association's website shall be removed.

- 17.2 The schedule of all Executive Committee and SSC meetings will be made available on the Association website at least five (5) days before the occurrence of the meeting and must include the time and location of the meeting subject to 15.3
- 17.3 Any Member may attend any Executive Committee or Sub-committee meeting as an observer.
- 17.4 The Annual General Meeting and Special General Meeting shall be open to the general public and media.

18. ASSOCIATIONS CODE OF CONDUCT

It is the express intention of SFB to always operate with the highest standards of integrity, honesty and good governance. It is further the intention to always act in the best interests of the general membership of the Association. To this end the SFB Code of Conduct sets out the expectations and minimum requirements; and shall be binding on the SFB Members and its Executive Committee and any Sub-Committee members. The following rules of conduct shall be observed:

- 18.1 Members shall at all times conduct themselves at meetings in a dignified and orderly manner. Any Member who persists in conducting himself / herself inappropriately shall leave the meeting immediately when so ordered by the Chairperson or Deputy Chair.
- 18.2 All Members and/or Committee members shall comply with the Objectives and the Constitution of SFB.
- 18.3 No Member and/or Committee members of SFB shall conduct himself / herself in such a way as to bring SFB into disrepute.
- 18.4 Members of the Executive Committee or any Sub-committee thereof, conflicts of interest need to be actively managed with total transparency. In this respect:
 - 18.4.i No Member shall influence or attempt to influence the Executive Committee or any Sub-committee thereof, in its consideration of a decision on any matter before it so as to gain some direct or indirect benefit, whether in money or otherwise for himself or herself or any other person or body with whom or which he or she is associated.
 - 18.4.ii Members of the Executive Committee or any Sub-committee thereof, who have direct or indirect interest, whether it is financial, personal or political, in a matter being considered by a Committee are required to disclose this interest and recuse themselves from the discussion and decision pertaining to the matter. Failure to do so will be deemed a material breach of the Code of Conduct.
 - 18.4.iii No Member of SFB may use his/her position on the Executive Committee or any Sub-committee thereof, to promote his/her financial and/or business interests or to use for such purposes confidential information obtained

through his/her position.

- 18.4.iv No member of the Executive Committee or any Sub-committee thereof shall directly or indirectly accept any gift, reward or favour, whether in money or otherwise, as a consideration for voting on or influencing in a particular manner, any matter before SFB or taking a position on any issue in any meeting of SFB.
- 18.4.v No Member and/or member of the Executive Committee or any Sub-committee thereof, shall use facilities and/or equipment of SFB for his or her personal use.
- 18.4.vi No Member and/or member of the Executive Committee or any Sub-committee thereof, shall be allowed to act violently, or in any way to threaten physically or otherwise any other Member at any meeting. Any such conduct will be considered a material breach of the code of conduct.

19. MEMBER'S COMPLAINTS

- 19.1 Any Member of SFB in good standing may lodge a complaint in respect of a breach of the Code of Conduct by any other Member and/or any member of the Executive Committee or Sub-committee thereof.
- 19.2 Such complaint should be made in writing to the Chairperson setting out fully the substance of the conduct breach and attaching any evidence supporting the complaint.
- 19.3 Where the complaint may be considered a material breach of the Code of Conduct the Chairperson will be required to initiate an investigation.
- 19.4 The investigation panel should include two (2) members of the Executive Committee and a Member of SFB nominated by the complainant.
- 19.5 If the accused Member is found to have breached the Code of Conduct, then the investigation panel must recommend an appropriate sanction to the Executive Committee which the Executive Committee must implement.
- 19.6 Material Breaches of the Code of Conduct will be grounds for termination of membership to SFB and/or termination of membership to the Executive Committee or any Sub-committee thereof.
- 19.7 Where a complaint is considered not to be a material breach then the Executive Committee may task a TLSC to investigate the matter and recommend an action.
- 19.8 On completion of the process set out above the Chairperson should in writing inform the complainant of the finding and the sanction; where a sanction has been implemented. Where the investigation finds no breach of the Code then the Chairperson should in his response to the complainant set out the reasons for the finding.

20. ALTERATION OF CONSTITUTION OF THE ASSOCIATION

- 20.1 Alterations, additions or amendments to the Constitution shall be passed at a Special General Meeting (SGM) or an Annual General Meeting (AGM) by a two-thirds majority of Members present at that meeting.
- 20.2 Notice on any proposed alteration, addition or amendment must be given in writing to Members twenty-one (21) days prior to the Special General Meeting or Annual General Meeting. The notice must include the changes proposed to the Constitution, as well as a motivation for the said change, on which voting will occur.
- 20.3 Any Member may propose amendments to the Constitution by submission to the Secretary. The Executive Committee must decide on the validity of the proposal within thirty (30) days of the submission and inform the Member of its decision.
- 20.4 If the Executive Committee decides not to put the amendments to Members at an SGM or AGM, the Member can bring the matter as an agenda item at the next SGM or AGM.

21. RECOGNITION OF THE ASSOCIATION BY THE CITY OF CAPE TOWN

The information required for recognition of SFB by the Municipality of the City of Cape Town shall be submitted to the Municipality by the Secretary by no later than November of each year.

22. AMALGAMATION AND DISSOLUTION OF THE ASSOCIATION

- 22.1 SFB may enter into partnership or amalgamate with any entity or Association with the same or similar objectives. The movable property of SFB may be sold, and SFB wound up, or reconstructed by the resolution of the majority of not less than two-thirds of the votes of the Members present in person at a Special General Meeting.
- 22.2 The above however, holds, provided that not less than thirty (30) days special notice of the meeting to consider such question of partnership, amalgamation, winding up or reconstruction shall be given and that such notice clearly sets forth the objectives of the meeting and provides further that not less than 50% + 1 of Members eligible to vote shall be present at any such meeting.
- 22.3 If at any meeting properly called as aforesaid, the required number of Members shall fail to attend, then the meeting shall stand adjourned to the same time and place in seven (7) days' time.
- 22.4 Special notice of the adjourned meeting shall be given by the Secretary to Members and at such adjourned meeting any Member or Members present shall be deemed to be a quorum and have full power to act.
- 22.5 Upon dissolution, SFB has to pay off all remaining debts. Should there remain any assets whatsoever after the settlement of all its debts, liabilities and obligations such assets shall not be paid to or distributed among its Members, but shall be given in some way to a similar properly constituted Non-Profit Public Organisation operating in

the area, that has similar objectives.
SFB's General Meeting can decide what organisation that should be.

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