



## **Wilderness Ratepayers and Residents Association**

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Established 1971

## **CONSTITUTION**

### **Wilderness Ratepayers and Residents Association**

**(As amended 4 September 2023)**

(Incorporating legal amendments as at 18 December 2023)

#### **1. NAME**

The name of the Association shall be the Wilderness Ratepayers and Residents Association, abbreviated as WRRRA.

#### **2. ESTABLISHMENT IN TERMS OF STATUTE**

The Wilderness Ratepayers and Residents Association is constituted as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act No. 58 of 1962.

#### **3. VISION**

Wilderness is a diverse and caring community. It strives to be inclusive and to respect and preserve its indigenous flora and fauna while protecting its unique village character.

#### **4. OBJECTIVES**

- 4.1. To protect and further the interests of the Ratepayers and Residents of Wilderness.
- 4.2. To promote the involvement of Ratepayers and Residents of Wilderness by encouraging an active and supportive society that participates in decision making and the upkeep of Wilderness. This will be facilitated by communicating with members and residents through various media, providing a forum for the exchange of views and information on relevant matters and creating awareness of the association's Vision and Objectives.
- 4.3. To create an enabling environment for local businesses to succeed and prosper by maintaining a beautiful, clean, safe village and engaging with them on initiatives and projects to enhance the experience that residents and visitors have of Wilderness.

- 4.4. To protect and preserve the traditional character and beauty of Wilderness and its surrounding area and ensure the long-term sustainability of Wilderness for its Ratepayers and Residents. To maintain the character of the area, the Association will seek to influence land use and building activities whilst also aiming to conserve the rural sense-of-place and cultural heritage, by reviewing and commenting on planning/environmental or other development applications and working in collaboration with the local Conservancies, SANParks, Cape Nature and similar bodies to maintain and preserve the greenbelts, rivers and wetlands.
- 4.5. To promote the interests of Wilderness by building productive partnerships and close cooperation with the relevant local, provincial, and national authorities and other Ratepayer Associations.
- 4.6. To seek to ensure that municipal services are provided in terms of section 195 of the Constitution of South Africa and section 38(c) of the Municipal Systems Act of 2000, as amended, in an economic, effective, efficient, transparent and accountable manner.
- 4.7. To ensure that the WRRRA's motives and actions are transparent, apolitical and consistent with its Vision and Objectives.
- 4.8. The Association supports Public Benefit Activities as set out in Part II of the Ninth Schedule of the South African Income Tax Act, with the focus on the following support areas:

**Welfare and Humanitarian:**

- The provision of disaster relief
- The provision of poverty relief

**Nature Conservation, Environment Protection and Animal Welfare:**

- Engaging in the conservation, rehabilitation or protection of the natural environment, including flora, fauna or the biosphere.
- The promotion of, and education and training programmes relating to, environmental awareness, greening, clean-up or sustainable development projects.

## **5. MAIN BUSINESS**

- 5.1. The main business of the Association shall be the public affairs within the geographical area of Wilderness, Wilderness Heights, Wilderness East, Hoekwil, Kleinkrantz, Rondevlei, Die Vleie, Paradise Ridge, Langvlei and Langvlei Dunes.
- 5.2. The Association shall have a legal persona, with the right to own property and the right to sue, and be sued.
- 5.3. All activities shall be conducted in a non-profit manner and with an altruistic or philanthropic intent.

## **6. MANAGEMENT OF PUBLIC BENEFIT ACTIVITIES**

- 6.1. Any donation received by the association as contemplated by S18A(1)(a) of the Income Tax Act, shall be utilized solely for carrying out public benefit activities as per paragraph 4 OBJECTIVES.**
- 6.2. Funds received will only be invested with Financial Institutions as defined in section 1 of the Financial Institutions Act 28 of 2001 and no unlisted shares may be acquired.**
- 6.3. As prescribed in paragraph 9.7, no business shall be transacted at an Executive Committee Meeting unless at least five (5) members are present. (i.e. decisions relating to the running of the association are not vested in any one person.)**
- 6.4. No donation may be accepted that may be revoked by the donor or where conditions are imposed that will entitle the donor or any connected person to obtain a direct or indirect benefit therefrom, or where there is any misrepresentation with regard to the tax deductibility thereof under section 18A.**
- 6.5. Funds may not be used, directly or indirectly, to support, advance or oppose any political party.**
- 6.6. The Association may not be a party to or permit itself to be used for any transaction, operation or scheme, the sole or main purpose of which is or was to reduce, postpone, or avoid any tax, duty or levy that would otherwise have been or would have become payable by any person under the Act, or under any other Act administered by the Commissioner**
- 6.7. No funds will be distributed, directly or indirectly, to any person unless this occurs in the course of undertaking an activity pursuant to Paragraph 4 OBJECTIVES. Donated funds will be used for the principal objective for which such funds were donated.**
- 6.8. No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with the Association's objectives**

## **7. MEMBERSHIP**

- 7.1. Membership shall be open to any natural person, corporate body, business or trust who is over the age of 18 years and is a ratepayer and/or resident of Wilderness, Wilderness Heights, Wilderness East, Hoekwil, Kleinkrantz, Rondevlei, Die Vleie, Paradise Ridge, Langvlei or Langvlei Dunes and supports the Vision and Objectives of the Association.**
- 7.2. All matters relating to applications for membership, membership records and termination of membership will be dealt with in line with the Membership and Privacy Policies and Procedures of the Association.**
- 7.3. The Executive Committee can at its discretion agree to enrol as a member any person who does not qualify for normal membership but whose contribution could be of benefit to the Association.**

## **8. MEMBERSHIP SUBSCRIPTIONS**

- 8.1. The annual subscription for the financial year – 1<sup>st</sup> January to 31<sup>st</sup> December shall be determined by the committee at the end of each calendar year and communicated to the membership.**
- 8.2. The membership subscription is not a donation and no S18A certificate will be issued.**
- 8.3. Subscriptions are due on 1<sup>st</sup> January each year.**
- 8.4. No person whose subscription is in arrears shall be entitled to vote at a meeting of the Association.**
- 8.5. The liability of members is limited to the amount of the annual subscription.**
- 8.6. The Executive Committee may, at its discretion, establish other categories of membership and associated annual subscription amounts.**

## **9. EXECUTIVE COMMITTEE**

- 9.1. The Association shall be managed by an Executive Committee consisting of fully paid-up members elected at an Annual General Meeting. If after satisfying the meeting that there are no further nominations, the Chairman will declare them duly elected. If more nominations are submitted than existing vacancies, an election shall be held by ballot at the AGM.**
- 9.2. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by the Executive Committee from its members at its first meeting, which shall be held as soon as possible after the Annual General Meeting.**
- 9.3. The Executive Committee Members' term of office shall be for a period of one (1) year. Retiring members shall be entitled to hold themselves eligible for re-election.**
- 9.4. In the event of a vacancy on the Executive Committee for any reason, such a vacancy shall be filled by the Executive Committee for the remaining term of office of the member concerned, until such vacancy is filled by the election at the Annual General Meeting.**
- 9.5. No member of the George Municipal Council and staff shall be eligible to serve on the Executive Committee but may attend meetings thereof.**
- 9.6. The Executive Committee shall be entitled to co-opt any member, person or representative of any other Local Organization to a maximum of four (4) additional members to serve on the Committee. Such appointment to be for a predetermined period or reviewed on annual basis.**
- 9.7. No business shall be transacted at an Executive Committee Meeting unless at least five (5) members are present. In the event of an absence of a quorum within one half-hour of the appointed time for a properly convened meeting, it will stand adjourned to the same day in the week following, at the same time and place.**
- 9.8. The Executive Committee shall meet at least once per month.**

- 9.9. Minutes of all meetings of the Association shall be maintained by the Secretary and confirmed by the Chairman.
- 9.10. Any member of the Executive Committee absent from three (3) consecutive meetings without prior leave from the Chairman or Secretary shall forfeit his / her seat thereon.

## **10. CHAIRMAN**

The Chairman, or in his absence, the Vice-Chairman, shall act as Chairman at all meetings of the Executive Committee. In the absence of both the Chairman and the Vice-Chairman, the meeting shall elect a Chairman for the duration of the meeting concerned. The Chairman of any meeting of the executive committee shall have a deliberative as well as a casting vote.

## **11. POWERS OF THE EXECUTIVE COMMITTEE**

In furthering the objectives of the Association, set forth in Clause 3, the Committee may:

- 11.1. Delegate any of its powers to Work Groups or Sub-committees with at least one nominated Executive Committee member to serve on any such Group or Sub-committee. The Chairman, or in his absence an Executive Committee member nominated by him, shall serve on any such group of committees and shall be convener thereof.
- 11.2. Open current or savings/investment accounts with any registered bank. Operate the Association's accounts using electronic banking facilities. All financial transactions on behalf of the Association shall be authorised by the Treasurer and either the Chairman, the Vice-Chairman or the Secretary. In the absence of the Treasurer, then his/her function shall be carried-out by any two of the Chairman, the Vice-Chairman or the Secretary.
- 11.3. Appoint a qualified person to undertake a review of the annual financial statements.
- 11.4. Draw up policy guidelines and procedures for the affairs of the Association.

## **12. BOOKS OF ACCOUNT**

- 12.1. Proper books of account shall at all times be kept by the Treasurer. The Treasurer shall ensure compliance with the requirements of an organisation approved by the Commissioner as a PBO and that the said books are reviewed and that the Financial Statements prepared in time for circulation with Notice of the Annual General Meeting.
- 12.2. Annual tax returns will be submitted as required.
- 12.3. The Association shall issue a receipt to every donor, when requested, for every donation made to the Association to the extent that the donations will be used solely in carrying on activities as defined in Paragraph 4 OBJECTIVES.

### **13. LIABILITY OF COMMITTEE MEMBERS**

13.1. No member of the Executive Committee shall be liable to the WRRRA or to any of its members or third parties for any loss or damage arising directly or indirectly out of, or flowing from any act or omission of the WRRRA or its Committee members, unless same was caused by bad faith or gross negligence of that Committee member.

13.2. The WRRRA shall indemnify and hold harmless all Executive Committee members in respect of any loss or damage arising either directly or indirectly out of, or flowing from any act or omission on the part of an Executive Committee member carried out in the course and scope of his/her activities as a Committee member, unless same was caused by bad faith or gross negligence.

### **14. ANNUAL GENERAL MEETING**

14.1. The Annual General Meeting shall be held in the month of February, for the following business, not less than twenty-one (21) days written notice having been given to all members of the Association.

#### **14.2. Agenda**

14.2.1. Welcome & Apologies

14.2.2. Adoption of the minutes of the previous Annual General Meeting, and matters arising therefrom

14.2.3. Adoption of the minutes of any previous General Meetings, if any, and matters arising therefrom

14.2.4. Chairman's Report

14.2.5. Treasurer's Report and adoption of the Reviewed Accounts

14.2.6. Election of Executive Committee

14.2.7. Any other business of which due notice has been given by a member to the Secretary in the form of a formal motion not less than sixty (60) days prior to the date of the meeting.

14.2.8. General

#### **14.3. Chairman at General Meetings**

14.3.1. The Chairman, or in his absence the Vice-Chairman, shall act as Chairman at all meetings of the Association. In the absence of both the Chairman and Vice-Chairman, the meeting shall elect a Chairman for the duration of the meeting concerned.

14.3.2. The Chairman of any meeting of the Association shall have a deliberative as well as a casting vote.

### **15. QUORUM AT GENERAL MEETINGS**

No business shall be transacted at:

- 15.1. Any General Meeting unless there be twenty-five (25) paid-up members present, or more.
- 15.2. In the event of the absence of a quorum within one half-hour of the appointed time for a properly convened meeting, it will stand adjourned to the same day in the week following, at the same time and place, at which meeting those members present shall constitute a quorum.

## **16. VOTING**

All members entering the venue of the meeting shall first report to a member of the Executive Committee stationed at the entrance, who will check and ensure:

- 16.1. That the member's current subscription has been paid.
- 16.2. On the above condition being complied with, the member will be given a voting card to be used in voting procedures.
- 16.3. When voting is required on any issue, only members who are in possession of a voting card will be eligible to vote.
- 16.4. A person, business, corporate body or trust may only exercise membership rights if membership fees are fully paid before the commencement of a voting process.
- 16.5. No person shall by virtue of his interest in a business, corporate body or trust, or for any other reason, obtain dual membership entitling him/her to more than a single vote.
- 16.6. Where the owner of a property is a business, corporate body or trust, the business, corporate body or trust shall nominate a person who shall represent such business, corporate body or trust at meetings of the WRRRA and who shall be entitled to vote on its behalf.
- 16.7. Except where otherwise specified, matters shall be decided by a simple majority. Each and every member shall have one vote.
- 16.8. Voting will be by secret ballot if requested by at least ten (10) members qualified to vote.
- 16.9. Written proxy may be given to a paid-up member and will be accepted if received by the Secretary forty-eight (48) hours prior to the start of any general meeting.

## **17. MINUTES**

- 17.1. Minutes of all General Meetings of the Association shall be maintained by the Secretary and confirmed by the Chairman.
- 17.2. Minutes of the previous Annual General Meeting and subsequent General Meetings, if any, shall be sent out with the Notice convening the next Annual General Meeting.

## **18. SPECIAL GENERAL MEETINGS**

The Secretary shall within fourteen (14) days of the request of the Executive Committee, or a request in writing by not less than twelve (12) members of the Association, call a Special General Meeting. At least twenty-one (21) days' notice of such a meeting shall be given to members.

## **19. URGENT GENERAL MEETINGS**

On occasions of urgency at the sole discretion of the Chairman, or in his absence, the Vice-Chairman, General Meetings may be at fourteen (14) days' notice. Notice of such meetings shall be given by circular to all members in writing. The notice convening the meeting shall specify the agenda for the meeting and show cause why the business is considered urgent.

## **20. VIRTUAL GENERAL MEETINGS**

Any General Meeting (Annual General Meeting, Special General Meeting or Urgent General Meeting) may be held in the format of a Virtual Meeting if needed in an emergency as determined by the Executive Committee, recognizing how difficult this may be with potentially large numbers of member participants.

## **21. ALTERATION TO THE CONSTITUTION**

- 21.1. No alteration, amendment or addition to any of these clauses may be made unless approved by at least two-thirds majority of the members present at an Annual General Meeting or at a Special General Meeting convened for that purpose.
- 21.2. Twenty-one (21) days' notice of any proposed alterations, amendments or additions shall be given to the Secretary in writing, and at least twenty-one (21) days' notice of such meeting shall be given to all members. The notice shall state the proposed alteration, amendments and/or additions.
- 21.3. Any amendments to this constitution will be submitted to the Commissioner of the South African Revenue Service.

## **22. DISSOLUTION OF THE ASSOCIATION**

- 22.1. Should the Executive Committee deem it advisable, a ballot of members shall be taken to decide whether the Association should be dissolved. A two-thirds majority of the ballot received shall be required, to be in favour of any proposal to dissolve the Association.
- 22.2. On dissolution of the Association, the Executive Committee shall:
  - 22.2.1. Ensure that the assets are distributed in accordance with the laws of the land.
  - 22.2.2. In the event of residual assets being available, these will be deposited with an association or similar PBO approved by the Commissioner which has similar objectives as this association.