

CONSTITUTION OF YZERFONTEIN RESIDENTS' ASSOCIATION

Adopted with effect from 1 January 2025, in accordance with clause 14 of the YRA's previous Constitution, by a two-thirds majority of members of the YRA present at an Annual General Meeting on 14 December 2024 to replace the provisions of the YRA's previous Constitution. This new Constitution will hereinafter be called the "Constitution."

1. NAME

The name of the association is the "Yzerfontein Residents' Association" (hereafter called the "YRA").

2. STATUS

- 2.1. The YRA is an independent, legal body with a legal personality separate from its members and capable of suing and being sued in its own name.
- 2.2. Members and office-bearers of the YRA (hereinafter called the "Executive Committee"), shall not be liable personally for the debts or obligations of the YRA.
- 2.3. Executive Committee members shall not be liable for any loss suffered by any person because of any act or omission

committed in good faith while performing their functions on behalf of the YRA.

- 2.4. Members and Executive Committee members shall have no rights in any property or other asset of the YRA solely by virtue of their being members or office bearers.

3. OBJECTIVES

- 3.1. The YRA is formed solely for the purposes of managing the interests common to the residents of Yzerfontein, as described in 3.3 below.
- 3.2. The objectives of the YRA are to protect the rights and interests of the residents of Yzerfontein, and without derogating from the generality of this objective, the objectives of the YRA include:
 - 3.2.1. promoting and giving guidance on the preservation of the built and natural environment of Yzerfontein;
 - 3.2.2. promoting the provision of efficient and affordable municipal services to Yzerfontein and its residents; and
 - 3.2.3. participating in public affairs for the improvement and governance of Yzerfontein for the benefit of its residents.
- 3.3. “Yzerfontein” is defined as the geographical area described under Swartland Municipality’s Spatial Development Framework, as amended from time to time currently defined in the geographic map attached as Appendix 1.

4. MEMBERSHIP

- 4.1. Existing members of the YRA continue as such unless and until otherwise provided in the Constitution.

- 4.2. All natural persons over the age of 18 (eighteen) years who own, lease or hold usufructuary rights over immovable property in Yzerfontein, or who have another right of use of such property in place of the owner that is comparable to that of a lessee, are eligible to become members of the YRA, provided that:
 - 4.2.1. in the case of owners, if their names appear on the official municipal account from Swartland Municipality relating to the property, this will suffice to confirm eligibility;
 - 4.2.2. in the case of lessees, a current written lease agreement in respect of the property, in their name and signed by the registered owner, or a letter from the registered owner confirming the existence of a current lease, will suffice to confirm eligibility; and
 - 4.2.3. in the case of usufructuaries or persons having another right of use in place of the owner comparable to that of a lessee, a formal document confirming the existence of that right, will suffice to confirm eligibility, and all further provisions in the Constitution below pertaining to leases or lessees shall be deemed, *mutantis mutandis*, to apply to such persons.

- 4.3. Any juristic person or trust that owns or leases immovable property in Yzerfontein may authorize in writing a single natural person to represent it as a member of the YRA, in which case that person becomes eligible to become a member of the YRA, provided that:

- 4.3.1. the person so authorized can provide confirmation or proof of the ownership or lease of the property in the name of the juristic person or trust concerned in a manner contemplated in 4.2 above, as well as the relevant written authorisation to represent it; and
 - 4.3.2. the YRA may assume that such authorisation continues unless and until notified in writing that such authorisation has terminated.
- 4.4. Persons eligible to become members may apply for membership by completing the relevant application form which may be downloaded from the YRA website and submitting with their application:
 - 4.4.1. the confirmation of proof of eligibility contemplated under 4.2 or 4.3; and
 - 4.4.2. payment of the annual membership subscription.
- 4.5. Each application received shall as soon as possible thereafter be submitted to the Executive Committee for approval or rejection in the case of applications considered invalid:
 - 4.5.1. Where an application is rejected, the applicant shall be informed in writing of the rejection and the reason(s) for it within a reasonable time and afforded an opportunity to reapply after rectifying any defect or deficiency. The Executive Committee must accept valid applications for membership from eligible persons who have completed the relevant application form, submitted proof of their eligibility and paid the annual membership subscription. If an application has been finally rejected, any subscription monies which accompanied the application must be refunded to the applicant.

- 4.5.2. Where an application is accepted:
- 4.5.2.1 The applicant must be informed accordingly in writing, and the name and contact details of the member shall be entered in the YRA register of members, together with the erf number and address of the property to which their membership relates; and
 - 4.5.2.2 The Treasurer shall record the receipt of the new member's subscription.
- 4.6. Members accept that all notices and other written communications from the YRA shall be deemed to have been received by them if sent electronically to their email address or WhatsApp number.
- 4.7. At Annual General Meetings and Special General Meetings of the YRA, there shall be one vote per registered property in Yzerfontein, provided that:
- 4.7.1. in the case where several registered properties in Yzerfontein are owned or leased by the same person or trust, such owner or lessee shall not be entitled to exercise more than 5 (five) votes in total, whether directly or through its duly designated representative in the case of juristic persons and trusts.
 - 4.7.2. Where the same owner or lessee would otherwise be eligible to vote in respect of more than 5 (five) properties, it shall be up to the owner or lessee concerned to notify the YRA in timeously in writing at or prior to the meeting concerned, as to the particular properties to which the maximum of 5 (five) votes should be allocated – failing which all of that owner's or lessee's votes may be invalidated in order to avoid disputed outcomes.
- 4.8. After the initial membership subscription, future membership subscriptions shall be payable on the anniversary of the previous membership subscription payment.

- 4.9. Membership subscriptions received by the YRA between 1 October and 30 November in one financial year (the “current financial year”):
 - 4.9.1. will be allocated to the following financial year;
 - 4.9.2. the relevant members will be entitled to vote at the first Annual General Meeting following receipt of payment and at Special General Meetings which take place on or before 30 November in the following financial year; and
 - 4.9.3. the relevant members will be required to pay their membership subscription on the next anniversary of their previous membership subscription payment to be entitled to vote at the first Annual General Meeting after 30 November in the following financial year.
- 4.10. The annual subscription amount shall be determined by the Executive Committee for approval at an Annual General Meeting or a Special General Meeting called for that purpose.
- 4.11. Members may resign membership by written notice to the Executive Committee, in which event any subscriptions paid will not be refundable.
- 4.12. Any member who:
 - 4.12.1. intentionally acts in breach of the Constitution;
 - 4.12.2. refuses or persistently neglects to comply with any duly adopted resolution of the YRA or the Executive Committee;
 - 4.12.3. commits any act of dishonesty when conducting any business or other affairs of the YRA;
 - 4.12.4. engages in conduct which, in the reasonable opinion of the Executive Committee, is calculated to obstruct or prevent it from effectively fulfilling its objectives as stated in the

Constitution, or which obstructs or prevents other members from freely participating in the affairs of the YRA;

4.12.5. who appears no longer eligible to be a member of the YRA in terms of 4.2 or 4.3 above; or

4.12.6. whose annual membership subscription is more than 3 (three) months in arrears,

may, after being given a fair opportunity to be heard by the Executive Committee, be suspended for a specific period and subject to specific conditions or expelled from membership of the YRA.

5. LIFE MEMBERSHIP

5.1. Members who have served on the Executive Committee for at least 8 (eight) years and members who have donated more than the minimum donation amount to be eligible for life membership, determined in terms of 5.2 below, may be granted life membership of YRA (“Life Membership”) by the Executive Committee.

5.2. The minimum donation amount to be eligible for Life Membership shall be determined by the Executive Committee and be approved at an Annual General Meeting and implemented for the forthcoming financial year.

5.3. Life Members shall not be obliged to pay the annual membership subscriptions.

6. GENERAL MEETINGS

6.1. The Executive Committee shall convene an Annual General Meeting of members of the YRA within 3 (three) months of each financial year end (30 November).

- 6.2. Matters to be placed on the agenda at the Annual General Meeting shall be submitted via email to YRA's Secretary by 15 November for consideration to be included on the agenda.
- 6.3. Subject to 6.4.7, the topics to be discussed and/or voted on at any Annual General Meeting or Special General Meeting shall be confined to the agenda for such meeting.
- 6.4. The Annual General Meeting shall:
 - 6.4.1. elect the members of the Executive Committee;
 - 6.4.2. approve or amend the membership subscription amount determined by the Executive Committee for new financial year;
 - 6.4.3. approve or amend the minimum donation amount to be eligible for Life Membership for the new financial year;
 - 6.4.4. receive and consider the Chairperson's annual report;
 - 6.4.5. receive and consider the Treasurer's annual report;
 - 6.4.6. consider and vote on amendments and additions to the Constitution, if any, as well as any resolutions on the agenda for which notice has been given; and
 - 6.4.7. deal with any other incidental business permitted by the Chairperson.
- 6.5. YRA may hold a Special General Meeting for the purpose of considering a specific agenda. The Executive Committee may call a Special General Meeting at any time and place upon notice in accordance with 6.6 and 6.7 below and which notice shall clearly state the specific agenda.
- 6.6. On the written request of at least 10% (ten percent) of members, the Executive Committee must call a Special General Meeting of the YRA in which case the notice given to members, as per the provisions of 6.7 below, shall clearly state the specific agenda.

6.7. At least 21 (twenty-one) calendar days' notice shall be given to members of all Special General Meetings and at least 7 (seven) calendar days' notice shall be given of all Annual

General Meetings, provided when an amendment to the Constitution is to be proposed, at least 21 (twenty-one) days' notice in that regard will be required. The notice shall be given by email and circulated on the YRA's web page and WhatsApp group.

6.7.1. The Notice of Annual General Meeting must at least include or be accompanied by:

6.7.1.1 the date, time, and venue for the meeting;

6.7.1.2. details on the voting platform, process, and rules; 6.7.1.3. the agenda for the meeting, which shall include:

6.7.1.3.1. the proposed subscription determined by the Executive Committee for new financial year;

6.7.1.3.1.2. the proposed minimum donation amount to be eligible for Life Membership for the new financial year;

6.7.1.4. summaries of the preceding Annual General Meeting and Special General Meetings that have been held in the interim;

6.7.1.5. a report by the Chairperson of the YRA; and

6.7.1.6. a copy of the financial statements of the YRA for the financial year ended 30 November.

6.7.2. The Notice of any Special General Meeting must at least include:

6.7.2.1.1. the date, time, and venue for the meeting;

6.7.2.1.2. details on the voting platform, process, and rules; and

6.7.2.1.3. sufficient detail on the purpose of the meeting.

- 6.8. The quorum for General Meetings shall be 20% (twenty percent) of the total YRA membership. All persons attending a General Meeting, whether in person or remotely, shall be required to register electronically to determine whether there is a quorum for the meeting.
- 6.9. If no quorum is present within 30 (thirty) minutes of the time set for the commencement of the meeting, the Chairperson shall adjourn the meeting for 7 (seven) calendar days later, at the same time and place, in which case no quorum shall be required.
- 6.10. All voting at General Meetings shall if possible, take place digitally, regardless of physical or remote attendance, on a voting platform selected by, and in accordance with a voting process and rules determined by, the Executive Committee from time to time and communicated to members ahead of each General Meeting.
- 6.11. The Executive Committee shall be guided by the following when selecting the voting platform and determining the voting process and rules:
 - 6.11.1.1. Implement robust security measures to protect voter identities and ensure that votes are cast and counted securely;
 - 6.11.1.2. Make the voting process transparent, allowing members to understand how votes are cast and counted;
 - 6.11.1.3. Ensure that the digital voting system is accessible to all eligible voters;
 - 6.11.1.4. Establish mechanisms to enable members to verify that their votes were cast;
 - 6.11.1.5. Maintain confidentiality of votes to protect members from coercion;
 - 6.11.1.6. Ensure that the voting platform is free from tampering or fraud;
 - 6.11.1.7. Design the voting platform to be intuitive and easy to use;

- 6.11.1.8. Adhere to relevant laws and regulations governing voting and data protection;
- 6.11.1.9. Clearly define deadlines for when voting will open and close at the meeting; and
- 6.11.1.10 Establish procedures for addressing technical issues or disputes that may arise during the voting process.

6.12. Subject to 4.7 above, there shall be one vote per registered property in Yzerfontein.

6.13. Subject to 12.1 and 13.1 below, decisions at General Meetings shall be arrived at by a simple majority.

7. EXECUTIVE COMMITTEE

7.1. The business of the YRA shall be managed by an Executive Committee consisting of a Chairperson, Treasurer, Secretary and at least 2 (two) not exceeding 4 (four) additional members, each of whom will enjoy voting rights at Executive Committee meetings.

7.2. The existing Executive Committee members shall continue in office until the next Annual General Meeting.

7.3. Nominations of candidates for election to the Executive Committee must be received by the YRA's Secretary at least 8 (eight) calendar days before the Annual General Meeting. Nomination forms must be signed by a proposer and a seconder, who shall both be members with voting rights, as well as by the candidate signifying his/her acceptance of the nomination. A short biography of each nominee shall be attached to the

nomination and, subject to 9.7., be shared with all members prior to or at the Annual General Meeting.

- 7.4. If less than 5 (five) nominations are received in terms of 7.3, the Executive Committee shall nominate an additional member(s) to ensure that the Executive Committee can comprise at least 5 (five) members and share their names and short biographies with all members prior to or at the Annual General Meeting.
- 7.5. After the Executive Committee has been appointed, the Executive Committee members will, subject to 9.7., at the first Executive Committee meeting following the Annual General Meeting at which they were elected, elect members to fill the positions of Chairperson, Treasurer, Secretary and any other positions that are deemed necessary. These appointments will be communicated to members as soon as possible after the meeting via email and the YRA's web page and WhatsApp group, including details on the responsibilities attaching to each.
- 7.6. The serving Yzerfontein Town Councillor may attend Executive Committee meetings in an ex officio capacity, but he or she will not have any voting rights.
- 7.7. Should any elected member of the Executive Committee cease to hold office for any reason between Annual General Meetings, then the remaining members of the Executive Committee will have the authority to appoint a replacement member who will have voting rights at Executive Committee meetings.
- 7.8. The Executive Committee may co-opt members or appoint members to a sub-committee in terms of 8.4 below. The co-opted members and sub-committee members will not have voting rights at Executive Committee meetings to which they are invited.

8. FUNCTIONING OF THE EXECUTIVE COMMITTEE

- 8.1. The Chairperson must convene at least 8 (eight) meetings per financial year for the Executive Committee. The Chairperson shall notify other Executive Committee members of all Executive Committee Meetings at least 7 (seven) days in advance of such meetings.
- 8.2. If there are 5 (five) or 6 (six) Executive Committee members, 3 (three) Executive Committee members shall constitute a quorum. If there are 7 (seven) Executive Committee members, 4 (four) members shall constitute a quorum. Proxies will not be permitted, but remote attendance (i.e. to attend without being physically present, using video or audio platforms or other communications technologies) will be permitted.
- 8.3. If Executive Committee members are not able to reach consensus, the Chairperson may call for a vote on a proposal, to be taken by a show of hands and/or verbally if a member is attending remotely.
- 8.4. The Executive Committee has the power to co-opt members to the Executive Committee and to appoint sub-committees when necessary. The mandates of the co-opted members and subcommittees may be of a standing or an ad hoc nature.
- 8.5. The Executive Committee has the power to appoint external advisors or consultants to advise the YRA on specific matters.
- 8.6. If a matter arises which requires immediate attention and there is insufficient time to call a Meeting of the Executive Committee, the Chairperson may act on his/her own after consulting (via a

physical meeting and/or using a video or audio platform or other form of communications technology) with and receiving feedback from at least two-thirds (rounded up or down to the nearest whole number) of the Executive Committee members that are available.

9. PRINCIPLES OF GOVERNANCE

- 9.1. The Executive Committee must manage YRA's business in a way that promotes, and is consistent with, YRA's objectives.
- 9.2. Good faith and respect must always be shown.
- 9.3. Conflicts of interest must be declared and recorded in a register or the minutes, and the Executive Committee members concerned shall not participate in discussion or voting where such a conflict exists.
- 9.4. Personal interests in any matter before the Executive Committee must be disclosed by Executive Committee members to the others.
- 9.5. An Executive Committee member must not influence, nor attempt to influence, an Executive Committee member to come to a decision on any matter before it is tabled in exchange for any benefit, either direct or indirect.
- 9.6. YRA shall not take a political, religious, racial or gender stance on any matter.

- 9.7. No YRA member may serve on the Executive Committee for more than 8 (eight) consecutive years or after acting as Chairperson for 4 (four) consecutive years, and no Executive Committee member may be elected Chairperson in terms of 7.5 after serving as Chairperson for 4 (four) consecutive years.
- 9.8. Minutes shall be taken of each Executive Committee meeting. These minutes shall be signed by the Chairperson after acceptance at the next monthly meeting. The minutes must be made available to all Executive Committee Members within 2 (two) calendar weeks after the meeting.
- 9.9. Digital recordings of all Special General Meetings and Annual General Meetings shall be loaded onto the YRA website as soon as possible after such meetings, and summaries of the preceding Annual General Meeting and Special General Meetings that have been held in the interim shall be submitted and approved at each Annual General Meeting.
- 9.10. Public and/or media statements on behalf of YRA shall only be made by the Chairperson, or a person appointed by the Chairperson. Comments shall be in writing. Any other Executive Committee member who wishes to make a public statement is entitled to do so in his/her own capacity, if he/she makes it clear that the statement is being made in his/her own capacity and not on behalf of YRA.
- 9.11. It is the responsibility of the Executive Committee to keep YRA project expenses within budget, and to ensure in any event that the YRA does not incur debts beyond its current or immediately expected means.

10. FINANCIAL MATTERS

- 10.1. YRA will be funded through membership subscriptions and donations.
- 10.2. YRA shall keep proper accounting records and maintain accounts with banks and/or other financial institutions, the operation of which shall be under the supervision of the Treasurer and in accordance with standard accounting procedures. All withdrawals or payments shall require the approval of 2 (two) Executive Committee members, one of which shall be the Chairperson.
- 10.3. The Treasurer's report shall be presented to the Annual General Meeting.

11. GENERAL POWERS OF THE YRA

- 11.1. YRA shall have the power to:
 - 11.1.1. open and operate accounts with banks and other financial institutions;
 - 11.1.2. do such other things as may be necessary to give effect to its objectives; and
 - 11.1.3. sue or be sued in its own name.
- 11.2. No member of YRA has the right to make statements on behalf of YRA or its Executive Committee without written authority do so from the Chairperson.

12. AMENDMENTS

- 12.1. Any amendments to the Constitution must be passed by a majority of at least two-thirds of all members voting at a General Meeting of the YRA in respect of which at least 21calendar days' notice shall be given.

13. TERMINATION OF YRA

- 13.1. YRA may be dissolved upon the passing of a resolution to that effect adopted by a majority of at least two-thirds of all members voting at a Special General Meeting called for this purpose in respect of which at least 21 (twenty-one) calendar days' notice shall be given.
- 13.2. Upon dissolution of YRA, any remaining assets must be transferred to a similar association of persons.

14. APPENDICES

- 14.1. Appendix 1: Geographic Map of Yzerfontein.

APPENDIX 1

Geographic Map of Yzerfontein (January 2024), extracted from Swartland Municipality's Spatial Development Framework - 2023-2028.

