

GRAHAMSTOWN RESIDENTS' ASSOCIATION

CONSTITUTION

Version 8.5



1. TITLE AND DEFINITIONS

- 1.1 The name shall be the Grahamstown Residents' Association (GRA), and is referred to hereinafter as the Association;
- 1.2 The Management Committee of the Association is hereinafter referred to as the Committee;
- 1.3 The Committee may have as few as seven members and as many as eleven members, hereinafter referred to respectively as "minimum" and "maximum";
- 1.4 A quorum of the Committee is six, being the smallest number over 50% of the maximum;
- 1.5 The Annual General Meeting is hereinafter referred to as the AGM;
- 1.6 A Special General Meeting is hereinafter referred to as a General Meeting;
- 1.7 A fully paid up member is hereinafter referred to as a "member", except that in paragraphs related to Committee meetings, a "member" is a Committee member;
- 1.8 A member who is not a Committee member is hereinafter referred to as a "general member" or collectively as the "general membership";
- 1.9 Unless otherwise specified, meeting notice hereinafter is fourteen calendar days;
- 1.10 Makana Local Municipality is hereinafter referred to as Makana LM;
- 1.11 The personal pronoun "their" hereinafter designates an individual or individuals irrespective of gender;
- 1.12 The Chairperson and Vice-Chairperson of the Association are hereinafter referred to respectively as the "Chair" and "Vice-Chair";
- 1.13 "Grahamstown area" hereinafter refers to Grahamstown and any nearby area that the Committee at its discretion regards as being within the remit of the Association;
- 1.14 The financial year shall be from 1 March to the last day of February of the following year.

2. OBJECTS

The objects of the Association shall be to:

- 2.1 Represent the interests of all residents of Grahamstown, without prejudice to age, sex, ethnicity, sexual orientation, ability, language or religion;
- 2.2 Attend appropriate Makana LM meetings and provide a monitoring role concerning Makana LM functions, and to publicise findings;
- 2.3 Engage, where necessary, with all authorities who have a responsibility for delivering services and infrastructure in the Makana LM, to ensure that they are performing optimally and performing their duties according to the law;

- 2.4 Promote civic pride in Grahamstown;
- 2.5 Promote active citizenry and self-help to enhance and improve Grahamstown;
- 2.6 Operate as a civil society organisation that is not aligned to any political party.

3. POWERS

In furtherance of the objects of the Association members may, upon agreement by the Committee:

- 3.1 Publicise and promote the Association, giving details of its work and achievements;
- 3.2 Hold meetings and events, including events to help foster civic pride and community cohesion;
- 3.3 Take action to promote access to information concerning issues of public concern in Makana LM;
- 3.4 Invite and receive voluntary contributions and raise funds to finance the work of the Association and to maintain bank account(s) to manage such funds;
- 3.5 Collaborate with individuals and organisations that have similar or over-lapping aims, in order to promote the Association's objects. Such work may involve co-operation with other voluntary bodies, charities, private and public sector bodies;
- 3.6 Take any lawful action necessary to achieve the objects of the Association.

4. MEMBERSHIP

- 4.1 Membership is open to any resident of the Grahamstown area, aged 18 and over, who has an interest in supporting the objects of the Association;
- 4.2 Membership of someone not resident in the Grahamstown area is only allowed at the discretion of the Committee;
- 4.3 Membership will be by completion of a membership form and payment in advance of a fee to be determined at the AGM;
- 4.4 Membership shall run from the date of payment of membership fees and will lapse if the fees are not paid when they fall due;
- 4.5 The membership fee and the duration covered by that fee may only be set by an AGM;
- 4.6 By resolution passed at a Committee meeting, the Committee shall have the power to refuse, suspend or terminate an individual's membership if they believe such membership would be detrimental to the Association;
- 4.7 If membership is refused, suspended or terminated the Committee shall furnish reasons to the person so excluded from membership;
- 4.8 Any person excluded from membership by the Committee may make representations in writing to the Committee to overturn this decision;
- 4.9 Any member may resign their membership by notifying the Secretary in writing.

5. MANAGEMENT COMMITTEE

- 5.1 The affairs of the Association shall be conducted by a Committee;
- 5.2 All members of the Committee shall be fully paid-up members of the Association;

- 5.3 The Committee shall usually consist of the maximum number of members (including the Secretary and Treasurer);
- 5.4 Should insufficient nominees be available or should members of the Committee resign, it may be as small as the minimum;
- 5.5 The Committee shall be elected annually at the AGM of the Association;
- 5.6 Committee members may be re-elected to serve additional terms of office without restriction;
- 5.7 A serving City Councillor or Municipal Official who is a member of the Association is not eligible for membership of the Committee;
- 5.8 The Committee shall elect its own Chair and Vice-Chair;
- 5.9 In the case of election of either or both of the Chair and Vice-Chair, the Committee shall meet by general agreement of its members;
- 5.10 Any member of the Committee absenting themselves from three consecutive meetings without just cause or leave of absence may be removed from the Committee at the discretion of the Committee;
- 5.11 Co-option of additional members to the Committee:
 - I. Should the number of members of the Committee fall below the minimum, the Committee shall co-opt additional members to restore the Committee to the minimum;
 - II. Should the number of members of the Committee be less than the maximum, the Committee may co-opt additional members to increase membership of the Committee to the maximum.

6. MEETINGS

FAILURE TO ACHIEVE QUORUM

- 6.1 If a meeting other than an AGM is not quorate:
 - I. it shall be reconvened within 5 working days and the number of members attending will be deemed to constitute a *reduced quorum*;
 - II. any decision taken under a reduced quorum as defined in this Section shall:
 - a. not commit the Association to expenditures not previously budgeted;
 - b. not amend the Constitution;
 - III. Should an AGM not be quorate, it shall be reconvened with due notice at the earliest convenience.

RELEVANT TO ALL MEETINGS: AGM, GENERAL AND COMMITTEE

- 6.2 All meetings are called by a decision of the Committee;
- 6.3 Only the Chair or person duly delegated to do so by the Chair may issue a notice of a meeting;
- 6.4 The Chair shall preside at all meetings, save and except that in their absence the Vice-Chair shall act in their place and stead;
- 6.5 All meetings must be minuted;
- 6.6 Minutes and meeting agendas shall be maintained by the Secretary, and passed on to any successor;

6.7 Voting shall be by simple majority at all meetings; the method of voting is at the Chair's discretion;

6.8 At all meetings, in the event of a tied vote, the Chair shall have a casting vote.

RELEVANT TO AGM AND GENERAL MEETINGS ONLY

6.9 Notice of the AGM and all General meetings shall be publicised as widely as practicable in the Grahamstown area;

6.10 Only current members are entitled to vote or propose motions at the AGM or any General Meeting;

6.11 The minutes of the AGM and all General Meetings shall be made accessible to members and interested parties;

6.12 For the AGM and any General Meeting a quorum shall consist of:

I. A quorum of the Committee, and in addition

II. 5% of the total membership, or 50 members, whichever is the lesser.

RELEVANT TO THE AGM ONLY

6.13 An AGM shall take place no later than three months after the end of each financial year;

6.14 The AGM shall elect the Secretary and Treasurer and the remaining office bearers shall be elected by the incoming Committee from their membership;

RELEVANT TO GENERAL MEETINGS ONLY

6.15 When 12 or more members request a General Meeting, such a meeting shall be held, with due notice:

6.16 At the Committee's discretion, after applying its mind to the proposed agenda; or

6.17 To review any variation in office bearers elected at the AGM or the co-option of additional members to the Committee.

RELEVANT TO COMMITTEE MEETINGS ONLY

6.18 The Committee shall meet at least every second month, to discuss actions, monitor progress and to consider future action;

6.19 The time, date and venue for all Committee meetings shall be publicised to the Committee with at least seven days' notice, unless there is good cause for greater urgency.

7. FINANCES

7.1 All monies acquired by the Association, whatever the source, shall be paid into an account operated by the Committee in the name of the Association and administered by the Treasurer;

7.2 Bank accounts shall be maintained by the Association. Any deeds, cheques or other financial instruments shall be signed by two Committee members, including at least one of: Chair, Vice-Chair or Treasurer;

7.3 None of the Association's funds are to be distributed to members or Committee members, except to reimburse members for verifiable expenses incurred in pursuance of the objects of the Association;

7.4 The Treasurer shall maintain official accounts that will be examined annually by an

	independent accountant who is not a member of the Association;	
7.5	An annual financial report shall be presented at the AGM covering the financial year that has just ended;	
7.6	The Treasurer shall provide financial reports at every Committee meeting;	
7.7	Members or office-bearers have no rights to property or other assets of the Association solely by virtue of being members or office-bearers.	
8. FINANCIAL LIABILITY		
8.1	Grahamstown Residents' Association shall be a body corporate, and act as an entity separate and distinct from any member;	
8.2	The Committee and membership shall not carry any financial liability for the operation of the Association;	
8.3	The Association will not borrow monies from a lender, nor enter into any loan agreement; rather, it will pay for all goods and services from monies that have been raised or grants obtained;	
8.4	The Association shall commit future expenditure only if the Association already has the required funds;	
8.5	Allowance shall always be made for maintaining a reserve over and above the amount budgeted for future expenditure;	
8.6	All expenditures may only be made with explicit authority of the Committee, either by resolution or by duly authorised expenditure against a budget;	
8.7	All expenditures shall be fully documented and proof of expenditure must be provided;	
8.8	Quotations must be obtained before committing expenditure, unless such expenditure is specifically authorised by the Committee without a quotation;	
8.9	Unauthorised expenditure on behalf of the Association may only be authorised <i>ex post facto</i> on a case by case basis at the discretion of the Committee, with no guarantee that such expenditure or reimbursement will be approved;	
8.10	The Treasurer holds authority to agree and pay for petty expenditure, without referring to the Committee, for sums under an amount explicitly agreed by the Committee. All such expenditure shall be declared at the next Committee meeting;	
8.11	The Association shall maintain third party liability insurance to cover accidents and risk litigation.	
9. AMENDMENT OF THIS CONSTITUTION		
9.1	This Constitution may be amended only at an AGM or at a General Meeting called specifically for this purpose;	
9.2	Members should be advised of the proposed amendments no later than the notice of the meeting;	
9.3	Decisions to amend or not amend this Constitution will be made by simple majority of those present, with the Chair retaining a casting vote in the event of a tie.	

10. CONTINUED EXISTENCE AND DISSOLUTION

- 10.1 The Association shall continue irrespective of any change in composition of the membership or its Committee unless it is formally dissolved;
- 10.2 The Association may decide to move towards dissolution only at a General Meeting open to all members, advertised with due notice;
- 10.3 The decision to move towards dissolution of the Association will be made by simple majority of those present, with the Chair retaining a casting vote in the event of a tie;
- 10.4 A positive decision towards dissolution will cause the Committee to conduct a survey of all members, who will be given one month to respond. If a majority of the members that respond request dissolution, the Association will be dissolved;
- 10.5 On dissolution, any assets or remaining funds, after debts have been paid, shall be transferred to local charities or other non-profit organisations having similar objects; except that donors who are not members, and whose donations or grants have not at the time been expended, may have these donations or grants (or any portion that has not been expended) repaid in part or in full if they so desire;
- 10.6 The General Meeting that resolves to dissolve the Association shall decide the manner of the disposal of assets and which organizations shall be the beneficiaries.

This March 2016 Constitution, as amended in March 2017, replaces any previous Constitution of the Association, including any constitution that names the organisation as "Grahamstown Ratepayers' Association", and was adopted at an Annual General Meeting held at

..... At On
(location) (time) (date)

Signed Signed
(Chairperson) (Secretary)

Print Print
(Chairperson: name and surname) (Secretary: name and Surname)