

CONSTITUTION MOSS RATES

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1. NAME OF THE ORGANISATION:-

The organisation shall be called MossRates (hereafter referred to as “the Association”). It shall be a voluntary association and a body corporate with perpetual succession, existing separately from its members, capable of owning property, entering contracts, suing and being sued in its own name, and continuing despite changes in membership or office bearers.

In this Constitution and unless the context indicates otherwise:

The following words and expressions shall have the following meanings:

“**Association**” means MOSSRATES

“**Executive Committee**” means a collective reference to the committee of Moss Rates, duly appointed in terms of this Constitution;

“**Chairman**” means the chairman for the time being of the committee.

“**Constitution**” means this Constitution of MossRates;

“**Financial year**” means the Financial Year of MossRates which shall run from the 1st day of July in each year until the 30th day of June in the subsequent year;

“**Member**” means a member qualified in terms of this Constitution;

“**Meeting**” means a meeting at which all members are entitled to be present and vote and which has been covered in accordance with this Constitution and “**Annual General Meeting (AGM)**” and “**Speciel Feneral Meeting (SGM)**” shall have corresponding meanings;

“**Minutes**” means the minutes of a Annual General Meeting, Special meeting or a Committee meeting, as the case may be;

“**Person**” means a natural person, juristic person and includes a close corporation, company, trust or an association of persons, as the case may be;

“**Committee member**” means the committee member of MossRates;

2. INTERPRETATION:-

In this Constitution:

The clause headings are for convenience and shall be disregarded in construing this Constitution.

- unless the context clearly indicates a contrary intention
- the singular shall include the plural and vice versa;

- a reference to any one gender shall include the other genders; and
- a reference to natural persons includes legal persons and vice versa.

Words and expressions defined in any clause herein shall, for the purpose of that clause and in subsequent clauses, unless inconsistent with the context, bear the meaning assigned to such words and expressions in the clause in question.

When any number of days is prescribed in this Constitution, the same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or proclaimed public holiday in the Republic of South Africa, in which event the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

Where figures are referred to in words and in numerals, if there is any conflict between the two, the words shall prevail.

If any provision of this Constitution is in conflict or inconsistent with any law of the Republic of South Africa, the invalidity of any such provision shall not affect the validity of the remainder of the provisions of this Constitution.

If any provision in a definition in this Constitution is a substantive provision conferring rights or imposing obligations on any of the Members then, notwithstanding that it is only in the Definition Clause of this Constitution, effect shall be given to it as if it were a substantive provision in the body of this Constitution.

The duties, powers and functions of the Association shall be as set out in this Constitution.

3. CODE OF CONDUCT:-

- Members must declare any conflict of interest in matters under discussion and recuse themselves from related decisions.
- Members and the committee shall act with integrity, transparency, and respect. The Association is non-political, non-racial, and non-discriminatory in its operations and advocacy.
- Disputes among members are resolved through committee mediation; unresolved disputes may proceed to arbitration or an AGM appeal. Breaches of the code (e.g., misconduct, misrepresentation) may result in expulsion after a fair hearing.

4. OBJECTS AND RESPONSIBILITIES OF MOSSRATES:-

It is recorded that MossRates is a non-profit organisation established for public benefit. Its main purpose is to represent and protect the interests of all Mossel Bay ratepayers. Specific objectives include: -

- Promoting fair, transparent, and affordable municipal rates and service charges.

- Engaging constructively with the Mossel Bay Municipality and other authorities on ratepayer issues
- To act as a civic organisation in accordance with Section 5 of the local government: Municipal System Act No. 32 of 2000
- Educating and informing members on matters affecting ratepayers, such as municipal budgets, service delivery, and socio-economic challenges.
- Supporting affiliated local ratepayer associations to strengthen community advocacy.
- Advocating for efficient use of municipal resources
- Ensuring fair and equitable treatment of all rate payers
- Ensuring effective communication with the community and other stakeholders
- Foster active community involvement in all matters relating to Mossel Bay
- Always observe the Constitution of Republic of South Africa

5. MEMBERSHIP OF MOSSRATES:-

a) Membership

Membership of the Association is open to all Mossel Bay ratepayers who agree to uphold the Association's objectives and code of conduct. The committee may approve or refuse applications, with reasons provided. All members agree to uphold the objectives and code of conduct of the Association.

Categories

Free membership:-

- Associate Members (Non-Paying)
- may attend meetings, receive newsletters, and participate in discussions with no voting rights.

Full Members:-

- pay an annual membership fee set at the AGM.
- enjoy all membership benefits, including the right to vote and eligibility for election to the Committee.

Corporate Members:-

- Each Corporate Member shall be entitled to one vote only, exercised through its nominated representative
- Open to businesses, estates, and organisations in Mossel Bay.
- Pay a higher annual membership fee be determined at AGM.

The following individuals/juristic persons will not be entitled to membership, even in the event where they meet the requirements of membership, due to a conflict of interest;

- Any employee of the local, provincial, or national government the serves in a senior and/or managerial position
- Any serving councillor and/or ward representative, irrespective of their political affiliation
- Any political association or party, irrespective of registration with the Independent Electoral Commission (IEC).

b) Management

The Association shall be managed by a Committee elected annually at the AGM. Nomination of Committee members, nominations must be submitted in writing to the committee at least fourteen (14) days prior to the AGM.

The nomination form shall include:

- Full name and contact details of the candidate
- A statement of intent outlining the candidate's motivation and proposed contributions
- Relevant qualifications or experience
- Nomination forms must be submitted within the designated nomination period set by the committee.

The Executive Committee shall consist of at least:

- Chairman:- is responsible for making sure that each meeting is planned effectively, conducted according to this constitution and that matters are dealt with in an orderly, efficient manner. The Chairman must make the most of all his/her committee members, building and leading the team.

- Vice-Chairman:- respond and assist with tasks requested by the Chairman or other members of the committee, be fully aware of the responsibilities of the Chairman so that in the event of an extended absence by the Chairman can carry out all the duties required, chair all meetings in the absence of the Chairman.
- Secretary:- what to record and what not to record when taking minutes, during all Annual General Meetings, Special General Meetings as well as Committee meetings.
- Treasurer:- has a watchdog role over all aspects of financial management, working closely with other members of the Management Committee to safeguard the finances of the association
- Plus 4 optional additional members with expertise in law, finance, infrastructure, safety, social welfare, or related fields.

The Committee may co-opt additional members if required, for a specific task as required from time to time without voting rights. Committee terms are two years, renewable. Meetings occur at least quarterly with a quorum of 50% of committee members. Decisions are by majority vote; the chairman has a casting vote.

Any of the following people shall be disqualified from being appointed as a member of the Management Committee, namely.

- An un-rehabilitated insolvent.
- Any person removed from an office of a juristic entity on account of misconduct.
- Any person who has at any time been convicted (whether in the Republic or elsewhere) of theft, fraud, forgery or uttering, or produced a forged document, any offence under the Prevention of Corruption Act No. 6 of 1958, or any offence involving dishonesty.
- Any person who is disqualified from being appointed or acting as director of a company in terms of the Companies Act No. 61 of 1973.
- A minor or any person with a legal disability (e.g., under curatorship).
- Any person appointed to hold any political office, whether at Local, Provincial or National level.

6. TERMINATION OF MEMBERSHIP:-

Any member whose membership is terminated has the right to appeal the decision at the following AGM or through independent arbitration.

- by resignation, non-payment of fees (after 60 days' notice), or expulsion for code of conduct breaches (after a fair hearing by the committee).

7. NOMINATION PROCESS FOR COMMITTEE:-

Nomination of MossRates

- MossRates member shall be exclusively nominated by members of the Association
- Nominations must be submitted in writing to the committee at least fourteen (14) days prior to the Annual General Meeting.

In the event that insufficient nominations are received from Members, the committee may extend the nomination period but shall not accept nominations from outside the Association.

Nomination Procedure:-

All candidates seeking nomination must submit a prescribed nomination form, ensuring consistency and completeness in submissions.

The nomination form shall include:-

- Full name and contact details of the candidate.
- A statement of intent outlining the candidate's motivation and proposed contributions.
- Relevant qualifications or experience.

Nomination forms must be submitted within the designated nomination period set by the Executive Committee.

If no nominations are received within the required timeframe, an extension period of 14 days shall be granted for additional nominations.

If the extended period elapses without sufficient nominations, the existing committee may appoint interim members until a formal re-election can be conducted.

8. REMOVAL ROTATION OF EXECUTIVE COMMITTEE MEMBERS:-

In the event of a mid-term vacancy (resignation, incapacity, or death), the remaining committee members may appoint an interim member until the next AGM. Save as set out in this clause, each committee member, who shall not be required to rotate on an annual basis, shall continue to hold office as such from the date of his appointment to office until the annual general meeting after the next meeting following his said appointment (effectively serving for two AGM cycles), at which meeting each committee member shall be deemed to have step down from office as such but will be eligible for re-election to the committee at such meeting.

A committee member shall be deemed to have vacated his office as such upon:-

- his estate being sequestrated, whether provisionally or finally;
- the commission by him of any act of insolvency;
- his conviction for any offence involving dishonesty or any other serious criminal offence;
- his becoming of unsound mind or being found lunatic;
- his resigning from such office in writing;

Provided that anything done in the capacity of a member in good faith by a person who ceases to be a member, shall be valid until the fact that he is no longer a member has been recorded in the minute book of MossRates.

Upon any vacancy occurring in the committee prior to the next annual general meeting, the vacancy in question shall be filled by a person nominated by those remaining for the time being of the committee.

9. POWERS OF THE COMMITTEE:-

Subject to the express provisions of this Constitution, the committee shall manage and control the business and affairs of the Association, to: - Raise funds through membership fees, donations, and grants. - Enter contracts and own property to achieve objectives. - Collaborate with municipal, provincial, or national authorities on ratepayer issues. - Advocate for policy changes, including on municipal rates, immigration, and poverty alleviation. - Support affiliates through grants and centralized campaigns. - Take legal action to protect ratepayer interests, within the law and NPO Act.

The committee shall have the right to vary, cancel or modify their decisions and resolutions from time to time.

10. PROCEEDINGS OF AND VOTING TO THE COMMITTEE:-

The committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, subject to any provisions of this Constitution.

The quorum necessary for the holding of all meetings of the committee shall be (4) four members present personally, all meetings of committee to form a quorum. If no quorum is present within 15 (fifteen) minutes after the time for commencement of the meeting then it shall stand adjourned for 7 (seven) days, or if that is not a business day, then to the next business day thereafter, and those members present at the adjourned meeting shall constitute a quorum.

At any meeting of the Association, all Members shall have one (1) vote each. In the case of an equality for and against a resolution, the Chairman of the committee shall have the casting vote in all matters;

The committee shall cause minutes to be kept of every committee meeting, which minutes shall, without undue delay after the meeting has closed, be reduced to writing and certified correct by the Chairman.

A resolution signed by all the members shall be valid in all respects as if it had been duly passed at a meeting of the members.

11. GENERAL MEETINGS OF THE ASSOCIATION:-

The Association shall within 3 (three) months after the end of the Financial Year hold a general meeting as its annual general meeting in addition to any other general meetings during that year.

Such annual general meeting shall be held at such time and place as the committee shall decide from time to time.

All meetings of the Members other than annual general meetings shall be called general meetings.

Request for Special General Meeting

Written Request:-

A Special General Meeting may be convened upon the written and signed request of Members, submitted to the committee. The request must:

- Clearly state the purpose of the meeting;
- Include a proposed Agenda detailing the matters to be discussed;
- Be signed by the requesting Members.

Support from Members:-

The request must be supported by at least 25% (twenty-five percent) of the total Members. Each supporting Member must provide:

- Full name and surname;
- Signature confirming support of the request.

Committee Action:-

The committee must acknowledge receipt of the request within 7 days of submission.

If further review is required, the committee shall provide a provisional response outlining the next steps and expected timeline.

Upon receipt of a valid request meeting the above criteria, the committee shall issue a formal Notice convening the Special General Meeting within 21 days, scheduling the meeting to take place no later than 28 days after the date of such Notice, in accordance with the minimum notice period required by this Constitution.

Defined Timeframes for Action or Rejection:-

All requests must be formally processed within a maximum of 21 days from the date of submission. If a request is approved, the committee must communicate relevant implementation details.

If a request is rejected, the committee shall provide the requesting Members with a written explanation detailing the specific grounds for rejection. Where applicable, the committee shall also inform the Members of any available mechanisms for review, appeal, or resubmission.

12. NOTICES OF MEETINGS:-

An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 (twenty one) clear days' notice via email or website and any other general meeting shall be called by not less than 21 (twenty one) clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under this Constitution, entitled to receive such notices from the Association: provided that a meeting of the Association shall notwithstanding the fact that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by not less than 25% (twenty-five) of the Members having a right to attend and vote at the meeting.

The annual general meeting shall deal with and dispose of all matters consideration of the annual financial statements, the election of committee, the noting of the membership fees for the year during which such annual general meeting takes place, the appointment of an

auditor and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business and shall not be in conflict with any stipulation of this Constitution.

13. SERVICE OF NOTICES:-

All notices required to be given in terms of this Constitution shall be deemed to have been duly delivered if:

Delivered personally to the Member;

Sent via email to the Member's last known address as recorded in the Association's register, provided such address is within the Republic of South Africa;

Delivered via any other method approved by the committee, provided such method ensures reasonable certainty of receipt by the Member.

Any notice sent via electronic communication shall be deemed to have been received on the date of transmission, unless proven otherwise.

Notice of every general meeting shall be given:-

- to every Member of the Association;
- to the auditors for the time being of the Association;

Any notice by post shall be deemed to have been served at the time when the letter containing the same was posted, and in proving the giving of the notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

The signature to any notice given by the Association may be written or printed, or partly written and partly printed.

When a given number of days' notice or notice extending over any other period is required to be given, the days of service shall not be counted in such number of days or period.

14. PROXIES:-

A Member may be represented at a general meeting by a proxy, who must be a Member of the Association.

To be effective at a meeting or adjourned meeting, a proxy together with the original or a notarially certified copy of any power of attorney or other authority under which it is signed must be lodged with the Association at least 48 (forty eight) hours before the commencement of the meeting or adjourned meeting concerned but the committee may from time to time determine that such documents:

- are to be lodged at a particular place; or
- are to be lodged a certain number of hours, not exceeding 72 (seventy two) in all, before the meeting; or may be lodged at any time before or during the meeting.

Notwithstanding the foregoing the chairman of the meeting may agree to accept a proxy tendered at any time before or during the meeting.

A proxy shall be valid for an indefinite period unless it is stated on the proxy that it is only to be valid for a shorter period. The instrument appointing a proxy shall be in the form as prescribed by the committee. A proxy shall be valid for any adjournment of the general meeting to which it relates unless otherwise indicated on the proxy.

15. QUORUM:-

No business shall be transacted at a general meeting unless a quorum is present both when the meeting proceeds to business and when any resolution is to be passed. Save as herein otherwise provided, 25% (twenty-five) of the Members present in person or by proxy shall constitute a quorum.

If within 15 (fifteen) minutes after the time appointed for the commencement of a general meeting or within such extended period as the chairman of the meeting or, in his absence, the vice-chairman, may allow, a quorum is not present, the meeting shall be dissolved if it was convened on requisition. In all other cases the meeting shall stand adjourned to the same place at the same time on the same day of the next week (or if that day is not a business day, the first business day following that non-business day) or to such other place, time and day as the committee may determine. If a quorum is not present at such adjourned meeting, the Members present shall constitute a quorum.

16. ADJOURNMENT BY CHAIRMAN WITH CONSENT OF MEETING:-

The Chairman of a general meeting may adjourn the meeting from time to time and from place to place if the meeting approves of each adjournment by majority vote. In the event of such an adjournment:

- no notice need be given of the adjourned meeting save for an announcement at the meeting of the date, time and venue of the adjourned meeting (unless the meeting is to be adjourned for 30 (thirty) days or more
- in which event notice is to be given in the same manner as for the original meeting);

only business left uncompleted at the original meeting may be transacted at the adjourned meeting.

17. VOTING RIGHTS OF MEMBERS:-

Members shall be entitled to vote only on the matters raised on the agenda of every general meeting.

At every general meeting:-

- each Member, present in person or by proxy and entitled to vote, shall have one vote.

Save as expressly provided for in this Constitution, no person other than a Member and who shall have paid every sum (if any) which shall be due and payable to the Association in respect of or arising out of his membership and who is not suspended, shall be entitled to be present or to vote on a question, either personally or by proxy, at any general meeting.

Voting at general meetings shall take place by way of a show of hands unless on or before the declaration of the result of the show of hands a poll is demanded according to law.

Resolutions shall be passed by a 25% (reckoned in value) majority vote, save with respect to amendments to this Constitution.

A vote cast under a proxy, power of attorney, or other authority which has been revoked shall nevertheless be valid unless:

- written notice of the revocation is received by the Association prior to the meeting concerned; or
- the Chairman of the meeting agrees to accept written or oral notice of such revocation at the meeting.

No objection shall be raised to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is cast and every vote not disallowed at

such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

A declaration made in good faith by the Chairman of a general meeting to the effect that, either on a show of hands or a poll, a resolution has or has not been passed (whether by a simple majority, a specific majority or unanimously) shall be final and conclusive and the resolution shall be deemed to have been so passed or not passed, as the case may be.

Any resolution which could be passed at a general meeting may be passed without a meeting being held if one or more copies of the resolution are signed by or on behalf of all the Members entitled to vote.

18. FINANCES AND ACCOUNTING RECORDS:-

All payments must be authorized by at least two signatories, one of whom must be the Treasurer or Chairperson. Any expenditure exceeding an amount determined at the AGM must be approved by a General Meeting. The Association operates on a non-profit basis. Funds are used solely to advance its objectives, including advocacy, education, and affiliate support. The Treasurer maintains accurate records, and annual financial statements are audited by an independent accountant and presented at the AGM. A banking account is maintained in the Association's name with at least two authorized signatories. The financial year runs from 01 July to 30 June. No loans may be made to members or office bearers.

The accounting records shall be kept at the registered office of the Association or at such other place or places as the committee think fit, and shall always be open to inspection by the committee.

The committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to inspection by Members not being committee members. Members (not being a committee) shall have any right of inspecting any accounting records or documents of the Association.

A copy of the annual financial statements which are to be laid before the Association in annual general meeting shall, not less than twenty one (21) days before the date of the meeting, be sent to every Member of the Association: provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

19. INDEMNITY:-

The committee and the auditors shall be indemnified against any liabilities bona fide incurred by them in their respective capacities, whether defending any proceedings, civil, criminal or otherwise, in which relief is granted to any person/s by a court.

20. AMENDMENTS:-

This constitution may be amended at an AGM or special meeting by a two-thirds majority of voting members present, with 21 days' notice of proposed changes provided via email or the Association's website.

21. DISSOLUTION

Upon dissolution of the Association, as resolved by a 75% majority vote at an AGM, all assets shall be transferred to a similar non-profit organisation with comparable objectives, as determined by the committee, in compliance with the NPO Act requirements.

Accepted by Executive Committee MossRates at **Mossel Bay** on _____ 20 __

Peter Bernard Brauteseth
Chairman
MossRates

Louis Christoffel Mathys Fourie
Vice-Chairman
MossRates

Josephus Michael Klue
Secretary
MossRates