

SEDGEFIELD RATEPAYERS and RESIDENTS ASSOCIATION CONSTITUTION (as amended)

Adopted: _____ September 2024.

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NAME, ADDRESS and AREA OF OPERATION

1. The full name of the Association is the “**Sedgefield Ratepayers and Residents Association**” (“*the Association*”), but the shortened name in general use is the “**Sedgefield Ratepayers Association**”. With the adoption of this constitution, the full name of the Association is shortened to the **Sedgefield Ratepayers Association**, abbreviated to the acronym “**SRA**”.
2. The Association is an established independent legal person, the last amended version of its constitution having been duly adopted on 10 December 2019.
3. The postal and physical address of the Association, for statutory purposes and for the formal service of physical documents, shall be the residence of the Secretary of the Association from time to time, or at any other place in Sedgefield that its office bearers, the Executive Committee of the Association (“*the EXCO*”), may designate in writing from time to time.
4. The Association’s e-mail address shall be as it appears on the letterhead of the Association from time to time.
5. The Association represents the interests of its members in Sedgefield and surrounding areas falling under the area of jurisdiction of the Knysna Municipality and the concurrent jurisdiction of the Garden Route District Municipality (“*the GRDM*”), currently described as Sedgefield Wards 1 and 2 (“*the area of operation of the Association*”).

6. The Association's annual financial year is from 1 December to 30 November.

LEGAL STATUS of the ASSOCIATION

7. The Association is a separate legal persona, being an independent legal person, distinct from the individual Members who compose it. The Association exists in its own right and as such:
- 7.1. It acquires and disposes of property and rights in its own name;
 - 7.2. It incurs obligations and liabilities in its own name;
 - 7.3. It is capable of suing and being sued in its own name;
 - 7.4. It has perpetual succession, notwithstanding any changes in the composition of its membership, or any changes in the composition of its office bearers; and
 - 7.5. The members of the Association and its office bearers, shall not be liable for the liabilities or obligations of the Association.
8. The Association has been established for a public purpose with its principal objectives being carried out in a non-profit manner. As such-
- 8.1. The Association shall be a non-profit organisation and its income (including donations made to it) and its assets shall be directed solely to the furtherance of achieving its principal objects;
 - 8.2. All income and assets of the Association shall be used solely to achieve its objectives;
 - 8.3. All surplus revenue of the Association shall be retained by the Association, and shall be applied against its future expenditure, and may be invested and reinvested for such purpose in such manner as set out herein;
 - 8.4. All assets of the Association shall be held in its own name;
 - 8.5. No member or office bearer of the Association, directly or indirectly, may have any financial interest in the Association;
 - 8.6. All office bearers of the Association carry out her/his duties free of charge. However, a General Meeting of the Association may approve that honoraria be paid;
 - 8.7. No member or office bearer of the Association shall have any right in the property or assets of the Association solely by virtue of being a member or office bearer of the Association;
 - 8.8. Notwithstanding the aforesaid, the members of the EXCO, and any persons appointed by it to perform functions on the Association's behalf, shall be entitled to be refunded reasonable disbursements made by them pursuant to the

performance of their duties. Such refunds must be recorded in writing, supported by proof of the expenditure, and signed off by no fewer than two members of the EXCO. Material amounts must be approved by the EXCO in writing.

- 8.9. The aforesaid shall not preclude:
- 8.9.1. The employment of a person by the Association for reasonable remuneration payable to that person;
 - 8.9.2. The appointment of a person by the Association to deliver services to the Association for reasonable remuneration payable to that person.
9. Notwithstanding the aforesaid, the Association may not pay any remuneration, as defined in the Fourth Schedule to the **Income Tax Act**, 58 of 1962, to any person which is excessive, having regard to what is generally considered reasonable in the sector.
10. Upon dissolution, the Association must transfer its remaining assets to some other non-profit institution, board or body which has been granted exemption from tax in terms of section 10(1)(cA) of the **Income Tax Act**, 58 of 1962 and which has objects similar to those of the Association.
11. The Association shall be a non-political organisation and shall not align itself to any political party.

POWERS and OBJECTIVES of the ASSOCIATION

12. The Association is a ratepayer and resident association and it represents the interests of its members inter alia by:
- 12.1. Monitoring, evaluating and enforcing the delivery of municipal services in its area of operation in proper compliance with the values, principles, obligations and rights inter alia set out in the **Constitution of the Republic of South Africa**, 1996, the **Municipal Structures Act** 117 of 1998, **Municipal Systems Act** 32 of 2000, the **Municipal Finance Management Act** 56 of 2003, and/or legislation replacing them and under the common law of the Republic of South Africa;
 - 12.2. Monitoring, evaluating and enforcing the delivery of public service by the Knysna Municipality and the GRDM in an economic, effective, efficient, transparent and accountable manner in proper compliance with the values, principles, obligations and rights inter alia set out in the **Constitution of the Republic of South Africa**, 1996, the **Municipal Structures Act** 117 of 1998, **Municipal Systems Act** 32 of 2000, the **Municipal Finance Management Act** 56 of 2003, and/or legislation replacing them and under the common law of the Republic of South Africa;
 - 12.3. Monitoring, evaluating and enforcing procurement and disposal of assets by the Knysna Municipality and the GRDM in a manner that is lawful, fair, equitable, transparent, competitive and cost-effective manner in proper compliance with

the values, principles, obligations and rights inter alia set out in the **Constitution of the Republic of South Africa, 1996**, the **Municipal Structures Act 117 of 1998**, **Municipal Systems Act 32 of 2000**, the **Municipal Finance Management Act 56 of 2003**, and/or legislation replacing them and under the common law of the Republic of South Africa;

- 12.4. Monitoring, evaluating, and enforcing compliance with the Rule of Law by the Knysna Municipality, the GRDM, the Western Cape Provincial Government, and the National Government, and organs of state in its area of operation, including compliance with the **Constitution of the Republic of South Africa, 1996**, statutes, regulations, by-laws, and court orders and under the common law of the Republic of South Africa;
- 12.5. Exercising the rights reserved for members of the community and/or the public in the **Constitution of the Republic of South Africa, 1996**, the **Municipal Structures Act 117 of 1998**, **Municipal Systems Act 32 of 2000**, the **Municipal Finance Management Act 56 of 2003**, and/or legislation replacing them, both in its own right and in protecting the rights of its members.
- 12.6. Delivering services in the nature of municipal services in its area of operation when the Knysna Municipality and/or the GRDM fails to deliver certain municipal services;
- 12.7. Promoting and engaging in the conservation and protection of the natural environment, including flora, fauna or the biosphere in its area of operation inter alia in-
 - 12.7.1. Ensuring the long-term sustainability of its area of operation and working in collaboration with the local Conservancies, SANParks, Cape Nature and similar bodies to maintain and preserve the greenbelts, rivers and wetlands in its area of operation;
 - 12.7.2. Influencing land use and building activities by reviewing and commenting on planning/environmental or other development applications to ensure ecologically sustainable development and use of natural resources while promoting justifiable economic and social development as contemplated in section 24 of the **Constitution of the Republic of South Africa, 1996**;
 - 12.7.3. Promoting the conservation of the traditional village, traditional rural character, and the beauty of its area of operation;
- 12.8. Ensuring that all applications for rezoning or other changes of usage in the area of operation of the Association comply with the criteria laid down in the future development policy for the area;
- 12.9. Ensuring that all construction in the area of operation of the Association comply with the criteria laid down in law;

- 12.10. Gaining recognition as the official, non-governmental, representative body of the community in its area of operation;
- 12.11. Cultivating and encouraging an interest in local affairs amongst ratepayers and residents in its area of operation;
- 12.12. Keeping its members and the general public informed and providing a platform for discussion of matters falling within its objectives;
- 12.13. Conducting fund-raising activities, collecting membership fees, raising funds, and obtaining guarantees and suretyships for expenses to be incurred, to give effect to its objectives;
- 12.14. Instituting, defending, conducting, and settling legal proceedings in furthering the objectives set out above. Such legal proceedings are to include actions, applications, interlocutory applications, and appeals;
- 12.15. Collaborating with other ratepayer, environmental, community safety, educational or similar, organisations in furthering the objectives set out above; and
- 12.16. Laying charges of maladministration, financial misconduct, misconduct, contraventions of codes of conduct, criminal conduct, and similar matters, with the appropriate institutions for investigation in furthering the objectives set out above,

and it shall have all powers incidental to achieving the above.

13. In exercising its powers, the Association must:
 - 13.1. Conduct its financial transactions by means of a banking account or accounts, with all payments from the account requiring authorisation by a minimum of two persons serving on the EXCO, excluding the Treasurer;
 - 13.2. Any investments by the Association shall be invested at a duly registered bank in terms of the **Banks Act** 94 of 1990 or at such duly registered investment entity approved at a General Meeting of the Association;
 - 13.3. Keep accounting records of its income, expenditure, assets and liabilities to the standards of generally accepted accounting practice;
 - 13.4. Within six months from the end of its financial year prepare a statement of income and expenditure for that financial year and a balance sheet showing its assets, liabilities and financial position as at the end of that financial year, completed by a member of the South African Institute of Chartered Accountants and/or South African Institute of Professional Accountants; and
 - 13.5. Preserve its books of account, supporting vouchers, records of subscriptions paid by its members, income and expenditure statements, balance sheets and accounting officer's reports, in an original or reproduced form, for five years.

MEMBERSHIP of the ASSOCIATION and SUBSCRIPTIONS

14. All Members are deemed to be bound by this Constitution, and any future amendments thereto.
15. There are two classes of membership:
 - 15.1. Ordinary Membership; and
 - 15.2. Honorary Membership.
16. Any other existing group membership (such as by any sectional title, cluster, retirement, or security housing scheme) will terminate on 1 December 2024, and any such Members will have to apply in writing for Ordinary Membership of the Association.
17. The following persons are eligible for Ordinary Membership:
 - 17.1. Natural persons owning immovable property within the area of operation of the Association (who are older than 18 years);
 - 17.2. The directors of a company owning immovable property within the area of operation of the Association, to a maximum of two persons;
 - 17.3. The trustees of a trust owning immovable property within the area of operation of the Association, to a maximum of two persons;
 - 17.4. The members of a closed corporation owning immovable property within the area of operation of the Association, to a maximum of two persons; and
 - 17.5. Natural persons permanently residing within the area of operation of the Association during the applicable year (who are older than 18 years), to a maximum of two persons per dwelling.
18. It shall be deemed that a natural person is permanently residing within the area of operation of the Association if that person:
 - 18.1. In the preceding or current year, resided for a minimum of six months within the area of operation of the Association; or
 - 18.2. Provides proof to the satisfaction of the EXCO of having entered into a lease agreement or other arrangement entitling that person to reside for a minimum of six months within the area of operation of the Association during the ensuing year.
19. All membership applications shall be in writing, reflecting the basis upon which the person avers to be eligible for membership.
20. Applications for Ordinary Membership shall be considered and decided by the EXCO, in its discretion.

21. A person whose application for Ordinary Membership has been declined, shall be entitled to request written reasons for the decision. and may appeal the decision to the next General Meeting. The decision of the EXCO may be set aside by the Association at a General Meeting, but until so set aside, will remain in force.
22. Ordinary Membership is renewable annually at or prior to the AGM.
23. Ordinary Members are liable for annual subscriptions, as determined by the EXCO, provided that no annual increase may exceed twenty percent without approval of a General Meeting.
24. Unless otherwise determined by a General Meeting of the Association, subscriptions are payable annually in advance on or before 1 December of every year.
25. The EXCO may invite a person to become an Honorary Member. Such a person:
 - 25.1. Does not have to meet the ownership or permanent residency requirements set out herein for Ordinary Membership;
 - 25.2. Are not expected to pay annual subscriptions;
 - 25.3. Have the same rights as Ordinary Members.
26. Honorary Membership is intended to be awarded on rare occasions only and is aimed at recognising the significant contribution by individuals in pursuing some or all of the objectives of the Association in its area of operation.
27. Upon acceptance as a Member, the Secretary of the EXCO must enter the name of the Member in a Register of Members. The EXCO shall keep the Register of Members, which *prima facie* shall be deemed to be correct.
28. Membership of the Association is terminated:
 - 28.1. In the case of all Members-
 - 28.1.1. Automatically upon written resignation by the Member, addressed to the EXCO;
 - 28.1.2. Automatically upon the death of the Member;
 - 28.1.3. Automatically upon a decision of the EXCO, taken with a majority of not less than two-thirds of its members present at a meeting arranged on not less than one week's written notice of the meeting and its purpose. Without limitation, the EXCO's discretion would be guided, by a member causing embarrassment to the Association, a *prima facie* case of criminal conduct against the Member, and/or unreasonable disruptive conduct in exercising membership rights. The Member is entitled to request written reasons for the decision and may appeal the decision to the next General Meeting. The

decision of the EXCO may be set aside by the Association at a General Meeting, but until so set aside, will remain in force;

- 28.2. In the case of Ordinary Members-
 - 28.2.1. Automatically upon a failure to pay annual subscriptions within three months from the date when they become due. However, should the subscriptions be paid within six months from when they became due, the former member's membership will be reinstated automatically without the need to apply again for membership;
 - 28.2.2. Automatically upon an Ordinary Member, who became a member pursuant to him, her, a company, a trust, or a close corporation owning immovable property within the area of operation of the Association, should he, she, the company, the trust, or the close corporation cease to do so. However, the former member's membership will be reinstated on application for a membership on another permissible basis;
 - 28.2.3. Automatically upon an Ordinary Member, who became a member pursuant to being a director of a company, a trustee of a trust, or a member of a close corporation owning immovable property within the area of operation of the Association, should he or she cease to be such a director, trustee, or a member of a close corporation; or
 - 28.2.4. Automatically upon an Ordinary Member, who became a member pursuant to being permanently resident within the area of operation of the Association, ceasing to do so. However, the former member's membership will be reinstated on application for a membership on another permissible basis.
29. No person whose membership of the Association has been terminated is entitled to a refund of part or all of membership fees paid in respect of such membership.
30. All members may request reasonable access to the Association's:
 - 30.1. Constitution;
 - 30.2. Minutes of General Meetings;
 - 30.3. Annual financial statements;
 - 30.4. Membership list (excluding contact particulars).
31. No person may divulge the Association's Minutes of General Meetings, annual financial statements or membership list without prior written approval by the EXCO or prior approval by a Court.

GENERAL MEETINGS

32. The Association has two types of General Meetings:
 - 32.1. Its Annual General Meeting ("**the AGM**");
 - 32.2. Special General Meetings.
33. General Meetings are chaired by the Chairperson, failing which the Deputy-Chairperson, failing which a member of the EXCO nominated by the meeting, failing which a person nominated by the meeting.
34. The EXCO in its discretion may determine that a particular General Meeting may be conducted in part or wholly by video conferencing, acknowledging that in-person General Meetings are preferable.
35. The chairperson of the meeting determines the procedural rules for the meeting.
36. The purpose of the AGM is:
 - 36.1. For the EXCO to report to the membership;
 - 36.2. To decide on policy;
 - 36.3. To authorise a course of action by the EXCO in appropriate instances;
 - 36.4. To make decisions on matters referred to it in terms of this Constitution or the EXCO;
 - 36.5. To make changes to the Constitution;
 - 36.6. To elect an EXCO; and
 - 36.7. To dissolve the Association.
37. The annual AGM should be held December each year, or within three months thereof, on not less than three weeks' notice to the Association's members.
38. Apart from arranging the AGM:
 - 38.1. The Chairperson may arrange Special General Meetings;
 - 38.2. The EXCO may arrange Special General Meetings at the written request of at least three EXCO members; and
 - 38.3. Twenty members of the Association also may demand by written notice to the EXCO that a Special General Meeting be arranged.
39. The purpose of a Special General Meeting is:
 - 39.1. To fill any vacancies on the EXCO;

- 39.2. To decide on policy that, reasonably assessed, cannot await the next AGM;
 - 39.3. To authorise a course of action by the EXCO that, reasonably assessed, cannot await the next AGM;
 - 39.4. To make decisions on matters referred to it in terms of this Constitution or the EXCO;
 - 39.5. To make changes to the Constitution; and
 - 39.6. To dissolve the Association.
40. Each Ordinary Member of the Association whose subscriptions then payable have been paid:
 - 40.1. May speak at a General Meeting, unless the chairperson of the meeting rules otherwise in conducting the meeting;
 - 40.2. Have one vote at a General Meeting and at other voting forums the Association may use from time to time, save that when voting for members of the EXCO, each Ordinary Member in good standing may vote for any number of candidates up to a maximum of eleven.
41. General Meetings make decisions by majority vote of those Members present.
 42. Voting at all General Meetings may be held by either a show of hands or by the secret completion of bona fide voting papers, should this be ordered by the chairperson of the meeting in his/her discretion.
 43. The chairperson of the General Meeting has a deliberative vote and a deciding vote if the votes are equal on an issue.
 44. Every Ordinary Member has the right to nominate another Member, in writing, to act as her or his proxy and to attend and to vote on her or his behalf at a General Meeting.
 45. Such a nomination must be on a form prescribed by the ECXO, and must be submitted to the Secretary at least four days before the General Meeting concerned.
 46. A Member representing other Members by proxy may only act on behalf of a maximum of 3 (three) other Members.
 47. A quorum for a General Meeting shall be thirty Ordinary Members of the Association, unless the meeting is to consider the dissolution of the Association, in which case the quorum will be two-thirds of the Ordinary Members of the Association.
 48. In the event of a quorum not being present within fifteen minutes of the nominated time for the meeting, the General Meeting shall be postponed for a week, if possible, at the same time and venue, and the quorum for that meeting shall be those members present at the postponed meeting.

49. Notice of General Meetings shall be given not less than three weeks before the meeting, and such notice must indicate the matters for discussion. Such notice:
 - 49.1. Must be given electronically, including on the Association's WhatsApp group(s) for as long as they remain in use, by e-mail to the last known e-mail addresses of members, and such other forms of electronic communication that may be approved of at an Annual General Meeting to replace the Association's WhatsApp group(s) and/or e-mail as an electronic communication method;
 - 49.2. If reasonably possible, such electronic communications should include as an attachment an agenda and any document that is intended to serve before the General Meeting and must stipulate-
 - 49.2.1. Where any document that is intended to serve before the meeting, could be obtained;
 - 49.2.2. In the case of the AGM, where the Association's statement of accounts, and all reports by the Chairperson and the Treasurer could be obtained.
50. Proper notice of a meeting shall be deemed to have been duly given if transmitted to the mailing list of the Association then in use for e-mail communications and transmission to the Association's WhatsApp group(s) for as long as they remain in use, or transmitted making use of such other forms of electronic communication that may be approved of at an Annual General Meeting.
51. Proper minutes and attendance records of the AGM shall be kept by the Association, and shall be confirmed by the next AGM.
52. Proper minutes and attendance records of Special General Meetings shall be kept by the Association, and shall be confirmed by the next General Meeting.
53. Upon confirmation of minutes, the chairperson of the meeting shall sign them, or such person nominated by a General Meeting.

The EXCO

54. The Association's day-to-day affairs are conducted by the EXCO elected at a General Meeting of the Association, which performs such actions and have all the powers necessary to give effect to the objectives of the Association, expressed or implied in this Constitution.
55. The EXCO shall consist of a minimum of five members and a maximum of eleven members.
56. Save for addressing any vacancies in the EXCO, the members of the EXCO are appointed by the members of the Association at the AGM to serve for a period of two years.

57. A Member of the Association may nominate another Member or other Members of the Association for election to the EXCO in writing (signed by the proposer and a Member as seconder) not less than four days before the General Meeting concerned, and such member may accept the nomination in writing, or in person at the General Meeting concerned.
58. Serving members of the EXCO may stand for re-election without nomination, provided that their willingness to stand for re-election is confirmed in writing prior to the AGM or in person at the AGM.
59. If fewer persons are nominated than the minimum number of persons to be elected, the chairperson of the General Meeting concerned may permit Members of the Association to be nominated and seconded at the General Meeting, and for the acceptance of nominations in person at the General Meeting concerned.
60. A member of the EXCO serves until the second AGM that follows her or his election, but may:
 - 60.1. Stand for re-election;
 - 60.2. Resign from office in writing;
 - 60.3. be removed by a General Meeting called inter alia for that purpose;
 - 60.4. become disqualified and automatically be removed as a member of the EXCO if that member of the EXCO-
 - 60.4.1. Ceases to be a member of the Association;
 - 60.4.2. Becomes disqualified from being an office bearer for any reason set out in section 25A(1) and (3) to (6) of the **Nonprofit Organisations Act 71 of 1997**;
 - 60.4.3. Is appointed to office in any structure of a political party;
 - 60.4.4. Does not attend two consecutive meetings of the EXCO, without her/his written apology having been accepted by the majority of members of EXCO present at any such meeting, acting in their discretion;
 - 60.4.5. Becomes a councillor on the Town Council of the Knysna Municipality or the GRDM;
 - 60.4.6. Has submitted to, or has been awarded a tender by, or has been awarded a contract with the Knysna Municipality or the GRDM;
 - 60.4.7. If found by the EXCO to be guilty of any conduct prejudicial to the objectives, interests, operation, or procedures of the Association, or has not conscientiously carried out duties assigned to such member by the EXCO;

- 60.4.8 In case of a member of the EXCO disputing that he/she so has become disqualified, the member of the EXCO is entitled to request written reasons for the decision and may appeal the decision to the next General Meeting. The disqualification may be set aside by the Association at a General Meeting, but until so set aside, will remain in force.
61. In the event of it transpiring that the EXCO consists for a period of time of less than five members:
- 61.1. The actions of the EXCO shall nevertheless be lawful subject to further members being co-opted or appointed within ninety days from the date upon which the number of the EXCO members fell below five;
 - 61.2. The remaining members of the EXCO must call a Special General Meeting to fill the vacancies;
 - 61.3. The remaining members of the EXCO should take all reasonable endeavours to co-opt additional members pending a decision by a Special General Meeting to fill the vacancies;
62. The members of the EXCO are answerable to the Association's AGM or to a Special General Meeting called for that purpose and must report to the AGM, which reporting must include at least the Chairperson's report and the Treasurer's report.
63. In the event of a vote of no-confidence in the EXCO at a Special General Meeting, arranged for that purpose, a Special General Meeting may appoint an interim EXCO pending the next AGM.
64. The members of the EXCO amongst themselves elect:
- 64.1. A Chairperson;
 - 64.2. A Deputy-Chairperson;
 - 64.3. A Treasurer;
 - 64.4. A Secretary; and
 - 64.5. Members to chair such other functions as determined by the EXCO, save that the position of Treasurer may never be left vacant.
65. No person may serve as Chairperson or Deputy-Chairperson for longer than a continuous period of four years.
66. The members of the EXCO amongst themselves determine the dates, times and venues (including video-conferencing) for meetings, but must meet not less than six times per year.

67. In addition to regular meetings of the EXCO, further meetings may be called by the Chairperson or, the Vice-Chairperson, or by three members of the EXCO. Such meetings, save for matters of the utmost urgency, should be called on not less than seven days' notice.
68. Fifty percent of the members of the EXCO shall constitute a quorum. In the event of any member/s leaving a meeting of the EXCO thirty minutes after the start of the meeting, the remaining members shall constitute a quorum.
69. Any member of the EXCO with any financial, political, personal, or business interest in any matter under discussion, must declare such interest and recuse him/herself from such discussions and any vote thereon by the EXCO.
70. No member of the EXCO or of any of its sub-committees may use his/her position on such committees to promote his/her financial and/or business interests and/or political interests or to use confidential information obtained through his/her position for such purposes.
71. Attendance at EXCO meetings is limited to elected members and individuals invited by the Chairperson, provided that invited persons may not vote.
72. The Chairperson shall act as the chairperson of the of the EXCO meetings, failing which the Deputy-Chairperson, failing which the members of the EXCO who are present choose which one of them is to chair that meeting.
73. When necessary, the EXCO will vote on issues. The chairperson of the meeting has a deliberative vote and a deciding vote if the votes are equal on an issue.
74. Voting by proxy shall be allowed.
75. Nothing in this Constitution shall preclude a round-robin written approval of resolutions by members of the EXCO.
76. Proper minutes and attendance records of meetings of the EXCO shall be kept by the EXCO, and shall be confirmed by the next meeting of the EXCO.
77. Upon confirmation of minutes, the chairperson of the meeting shall sign them.
78. The EXCO may appoint sub-committees of not less than one EXCO member, to which further members of the Association may be co-opted by the EXCO, with such delegated powers as the EXCO may determine.
79. EXCO may appoint persons to represent the Association at meetings with other entities.
80. Public statements may be made only by the Chairperson, the Deputy-Chairperson and a member of the EXCO who has been so authorised to do so by the EXCO.
81. Correspondence issued on behalf of the Association shall be on the Association's letterhead and shall be signed by the Chairperson, the Vice-Chairperson, or a member of EXCO who has been authorised to do so by the EXCO.

82. No member of the EXCO shall be liable for any action undertaken in good faith in performing functions for or on behalf of the Association.

AMENDMENTS to the CONSTITUTION

83. The Association may amend its Constitution at a General Meeting, provided that at least two-thirds of the members present and voting at a Special Meeting convened for the purpose of considering such amendment, vote in favour of the amendment.

DISSOLUTION of the ASSOCIATION

84. The Association may dissolve itself at a General Meeting, provided that at least two-thirds of the members present and voting at a Special Meeting convened for the purpose of considering such dissolution, vote in favour of the dissolution.
85. The Association's General Meeting may nominate some other non-profit institution, board or body which has been granted exemption from tax in terms of section 10(1)(cA) of the **Income Tax Act**, 58 of 1962 and which has objects similar to those of the Association as the recipient of any assets of the Association remaining after payment of all the Association's debts.